IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:

IMAGEPOINT, INC., **Case No. 09-31225**
Chapter 11

Debtor.

IMAGEPOINT, INC.

Plaintiff,

vs. **Adv. No. _______________**

BFS RETAIL & COMMERCIAL OPERATIONS, LLC

Defendant.

COMPLAINT

Comes the plaintiff, ImagePoint, Inc., the debtor herein, by and through counsel, and for cause of action against the defendant alleges:

1. This adversary proceeding is brought pursuant to Bankruptcy Rule 7001 and arises in this bankruptcy case.

2. This Court has jurisdiction over this adversary proceeding pursuant to the provisions of 11 U.S.C. § 541 and § 542, and 28 U.S.C. § 1334 and § 157. This adversary proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(E). Venue is proper in this district pursuant to 28 U.S.C. § 1409(a) and (b).

3. This is an action to recover a debt owed to the estate pursuant to 11 U.S.C. § 542 (b).

4. On March 9, 2009, an involuntary bankruptcy petition under Chapter 7 of the Bankruptcy Code was filed. This case was converted to Chapter 11 on April 13, 2009. Plaintiff is the debtor in possession.

5. Defendant's Registered Agent for Service of Process is National Registered Agents Inc. 2300 Hillsboro Road, Suite 365, Nashville, TN 37212.

6. Plaintiff provided products to defendant pursuant to the Sign & Maintenance Agreement dated February 24, 206. Defendant has not paid plaintiff the amounts due for the products sold to defendant.

7. Plaintiff sold products to defendant totaling $1,128,007.45. Plaintiff asserts that after all credits are applied by plaintiff, defendant owes plaintiff $938,217.42.

8. Plaintiff has made demand on the defendant for payment of the amount which defendant owes plaintiff. Defendant has failed to pay the amount which is owed plaintiff.

WHEREFORE, AND FOR ALL OF WHICH, plaintiff asserts it is entitled to a judgment against the defendant in the amount of $938,217.42 pursuant to 11 U.S.C. §542, plus pre-judgment interest and attorney's fees, if deemed recoverable by the Court.

Respectfully submitted this 16th day of June, 2009.

___*/s/ Robert M. Bailey*__________
Robert M. Bailey, BPR # 006588
BAILEY & BAILEY, PLLC
P.O. Box 2189
Knoxville, TN 37901-2189
(865) 546-3533
Attorney for Debtor, Plaintiff

United States Bankruptcy Court

Eastern District of Tennessee at Knoxville

IN RE:

IMAGEPOINT, INC. **Case No. 09-31225**
Chapter 11

Debtors.

IMAGEPOINT, INC.

Plaintiff,

v. **Adv. Proc. No.**

BFS RETAIL & COMMERCIAL OPERATIONS, LLC

Defendant.

SUMMONS IN AN ADVERSARY PROCEEDING

YOU ARE SUMMONED and required to file a motion or answer to the complaint which is attached to this summons to the clerk of the bankruptcy court within 30 days after the date of issuance of this summons, except that the United States and its offices and agencies shall file a motion or answer to the complaint within 35 days.

Clerk of the U.S. Bankruptcy Court
800 Market Street, Suite 330
Howard H. Baker, Jr. U.S. Courthouse
Knoxville, TN 37902

At the same time, you must also serve a copy of the motion or answer upon the Plaintiff's attorney.

Robert M. Bailey
Bailey & Bailey, PLLC
P. O. Box 2189
Knoxville. TN 37901

If you make a motion, your time to answer is governed by Bankruptcy Rule 7012.

IF YOU FAIL TO RESPOND TO THIS SUMMONS, YOUR FAILURE WILL BE DEEMED TO BE YOUR CONSENT TO ENTRY OF A JUDGMENT BY THE BANKRUPTCY COURT AND JUDGMENT OF DEFAULT MAY BE TAKEN AGAINST YOU FOR THE RELIEF DEMANDED IN THE COMPLAINT.

____
Clerk of the U.S. Bankruptcy Court

______________________ By:______________________
Date *Deputy Clerk*

I,____, certify that I am, and at all times during the service of process was, not less than 18 years of age and not a party to the matter concerning which service of process was made. I further certify that the service of this summons and a copy of the complaint was made__________________ by:

- ☐ Mail service: Regular, first class United States mail, postage fully pre-paid, addressed to:

- ☐ Personal Service: By leaving the process with defendant or with an officer or agent of defendant at:

- ☐ Residence Service: By leaving the process with the following adult at :

- ☐ Publication: The defendant was served as follows: [Describe briefly]

- ☐ State Law: The defendant was served pursuant to the laws of the State of ____________________, as follows: [Describe briefly]

Under penalty of perjury, I declare that the foregoing is true and correct.

_____________________________ ____

Date *Signature*

Print Name Bailey & Bailey, P.L.L.C		
Business Address P.O. Box 2189, 708 S. Gay Street, Suite 200		
City Knoxville	State TN	Zip 37902

United States Bankruptcy Court

Eastern District of Tennessee at Knoxville

IN RE:

IMAGEPOINT, INC.

Case No. 09-31225
Chapter 11

Debtors.

IMAGEPOINT, INC.

Plaintiff,

v.

Adv. Proc. No.

BFS RETAIL & COMMERCIAL OPERATIONS, LLC

Defendant.

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______________________________ ____

Date *Signature*

Print Name		
Bailey & Bailey, P.L.L.C		
Business Address		
P.O. Box 2189, 708 S. Gay Street, Suite 200		
City	State	Zip
Knoxville	TN	37902

United States Bankruptcy Court
Eastern District of Tennessee at Knoxville

IN RE:

IMAGEPOINT, INC. **Case No. 09-31225**
Chapter 11

Debtors.

IMAGEPOINT, INC.

Plaintiff,

v. **Adv. Proc. No.** 09-3080

BFS RETAIL & COMMERCIAL OPERATIONS, LLC

Defendant.

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At the same time, you must also serve a copy of the motion or answer upon the Plaintiff's attorney.

Robert M. Bailey Bailey & Bailey, PLLC P. O. Box 2189 Knoxville, TN 37901

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Danny W. Armstrong
Clerk of the U.S. Bankruptcy Court

June 18, 2009
Date

By: Tonya M Russell
Deputy Clerk

UNITED STATES BANKRUPTCY COURT SEAL

I,____, certify that I am, and at all times during the service of process was, not less than 18 years of age and not a party to the matter concerning which service of process was made. I further certify that the service of this summons and a copy of the complaint was made________________________ by:

- ☐ Mail service: Regular, first class United States mail, postage fully pre-paid, addressed to:

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- ☐ State Law: The defendant was served pursuant to the laws of the State of __________________________, as follows: [Describe briefly]

Under penalty of perjury, I declare that the foregoing is true and correct.

______________________________ ____

Date *Signature*

Print Name		
Bailey & Bailey, P.L.L.C		
Business Address		
P.O. Box 2189, 708 S. Gay Street, Suite 200		
City	State	Zip
Knoxville	TN	37902

United States Bankruptcy Court

Eastern District of Tennessee at Knoxville

IN RE:

IMAGEPOINT, INC.

Debtors.

Case No. 09-31225
Chapter 11

IMAGEPOINT, INC.

Plaintiff,

v.

Adv. Proc. No. 09-3080

BFS RETAIL & COMMERCIAL OPERATIONS, LLC

Defendant.

SUMMONS IN AN ADVERSARY PROCEEDING

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800 Market Street, Suite 330
Howard H. Baker, Jr. U.S. Courthouse
Knoxville, TN 37902

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Robert M. Bailey
Bailey & Bailey, PLLC
P. O. Box 2189
Knoxvil le. TN 37901

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Danny W. Armstrong
Clerk of the U.S. Bankruptcy Court

June 18, 2009
Date

By: Tonya M Russell
Deputy Clerk

I, Robert M. Bailey, certify that I am, and at all times during the service of process was, not less than 18 years of age and not a party to the matter concerning which service of process was made. I further certify that the service of this summons and a copy of the complaint was made June 18, 2009 by:

☑ Mail service: Regular, first class United States mail, postage fully pre-paid, addressed to:
National Registered Agents, Inc.
2300 Hillsboro Road
Suite 365
Nashville, TN 37212

☐ Personal Service: By leaving the process with defendant or with an officer or agent of defendant at:

☐ Residence Service: By leaving the process with the following adult at :

☐ Publication: The defendant was served as follows: [Describe briefly]

☐ State Law: The defendant was served pursuant to the laws of the State of ______________________, as follows: [Describe briefly]

Under penalty of perjury, I declare that the foregoing is true and correct.

June 18, 2009
Date

Robert M. Bailey

Print Name Bailey & Bailey, P.L.L.C		
Business Address P.O. Box 2189, 708 S. Gay Street, Suite 200		
City Knoxville	State TN	Zip 37902

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
IMAGEPOINT, INC.,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**ADV. PROC. NO. 3:09-ap-03080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

MOTION FOR ENTRY OF ORDER TO SUBSTITUTE PARTY AND COUNSEL

COMES David H. Jones, Chapter 7 Trustee for the Debtor, ImagePoint, Inc., by and through counsel, pursuant to Bankruptcy Rule of Procedure 7025, and moves the Court for entry of an Order substituting David H. Jones, Trustee, as the plaintiff in this adversary proceeding, and substituting Michael W. Ewell, Esq., Richard T. Scrugham, Jr., Esq., and the law firm of Frantz, McConnell & Seymour, LLP, as counsel for the plaintiff.

In support thereof, the Trustee would state that since the filing of this adversary proceeding on June 23, 2009, the debtor-in-possession's Chapter 11 case was converted to a Chapter 7 by order of this Court on June 24, 2009. The Trustee should be substituted for the original plaintiff Imagepoint, Inc., and the Trustee's counsel should be substituted as the plaintiff's counsel.

WHEREFORE, AND FOR ALL OF WHICH, Trustee moves for entry of the proposed Order Allowing Substitution of Party and for Substitution of Counsel.

Respectfully submitted this 23rd day of July, 2009.

/s/ Richard T. Scrugham, Jr.
Michael W. Ewell BPR No. 020924
Richard T. Scrugham, Jr. BPR No. 020972
FRANTZ, MCCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
865-546-9321
Attorneys for David H. Jones, Chapter 7 Trustee

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on July 23, 2009, a true and exact copy of the foregoing pleading has been filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. All other parties will be served by regular U.S. Mail. Parties may access this filing through the Court's electronic filing system. I further certify that a true and correct copy of the foregoing filing has been served on each person and entity identified on the attached mailing matrix, by placing the same in the U.S. Mail, first class postage prepaid to each such person or entity at the addresses identified on the mailing matrix.

Robert M. Bailey, Esq.
Bailey & Bailey, PLLC
708 S. Gay Street, Suite 200
P.O. Box 2189
Knoxville, TN 37902
(Electronic notice sent by Court)

BFS Retail & Commercial Operations, LLC
National Registered Agents, Inc.
2300 Hillsboro Road, Suite 365
Nashville, TN 37212
(Via U. S. Mail)

/s/ Richard T. Scrugham, Jr.
Richard T. Scrugham, Jr.
FRANTZ, MCCONNELL & SEYMOUR, LLP

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
IMAGEPOINT, INC.,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**ADV. PROC. NO. 3:09-ap-03080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

ORDER ALLOWING SUBSTITUTION OF PARTY AND COUNSEL

Upon motion of David H. Jones, Trustee, seeking substitution of himself for the prior plaintiff, Imagepoint, Inc., in this adversary proceeding, and for substitution of his counsel as counsel for the plaintiff, and for good cause to the Court shown,

IT IS ORDERED that David H. Jones, Trustee, is substituted for the original plaintiff, Imagepoint, Inc., in this adversary proceeding, pursuant to Bankruptcy Rule of Procedure 7025; and Trustee's counsel of record, Michael W. Ewell, Esq., Richard T. Scrugham, Jr., Esq., and the law firm of Frantz, McConnell & Seymour, LLP, are substituted as counsel for the plaintiff in this action.

###

APPROVED FOR ENTRY:

/s/ Richard T. Scrugham, Jr.

Michael W. Ewell BPR No. 020924
Richard T. Scrugham, Jr. BPR No. 020972
FRANTZ, MCCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
865-546-9321
Attorneys for David H. Jones, Chapter 7 Trustee

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Robert M. Bailey, Esq.
Bailey & Bailey, PLLC
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(Via U. S. Mail)

/s/ Richard T. Scrugham, Jr.
Richard T. Scrugham, Jr.
FRANTZ, MCCONNELL & SEYMOUR, LLP

S:\WDOX\CLIENTS\4640\0000037\ORDERS\00507728.DOC

SO ORDERED.

SIGNED this 24 day of July, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
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IMAGEPOINT, INC.,	)	
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Plaintiff	)	
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vs.	)	**ADV. PROC. NO. 3:09-ap-03080**
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###

APPROVED FOR ENTRY:

/s/ Richard T. Scrugham, Jr.
Michael W. Ewell BPR No. 020924
Richard T. Scrugham, Jr. BPR No. 020972
FRANTZ, MCCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
865-546-9321
Attorneys for David H. Jones, Chapter 7 Trustee

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	)	**Chapter 7**
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BFS RETAIL & COMMERCIAL	)	
OPERATIONS, LLC	)	
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Defendant	)	

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Richard T. Scrugham, Jr.
FRANTZ, MCCONNELL & SEYMOUR, LLP

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CERTIFICATE OF NOTICE

District/off: 0649-3 User: russellt Page 1 of 1 Date Rcvd: Jul 24, 2009
Case: 09-03080 Form ID: pdfap Total Noticed: 1

The following entities were noticed by first class mail on Jul 26, 2009.
tr +David H. Jones, P.O. Box 50034, Knoxville, TN 37950-0034

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
TOTALS: 1, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 26, 2009 **Signature:** Joseph Speetjens

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 11 Judge Parsons
IMAGEPOINT, INC., Plaintiffs, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

ANSWER, AFFIRMATIVE DEFENSES AND COUNTERCLAIMS OF BRIDGESTONE RETAIL OPERATIONS, LLC

Bridgestone Retail Operations, LLC f/k/a BFS Retail & Commercial Operations, LLC ("BSRO" or "Defendant"), by and through undersigned counsel, states the following as its *Answer, Affirmative Defenses and Counterclaims* to the Complaint filed against it by ImagePoint, Inc. ("ImagePoint" or "Plaintiff") and its Counterclaim(s) against ImagePoint:

1. Defendant admits the allegations of paragraph 1 of Plaintiff's Complaint.

2. Defendant admits the allegations of paragraph 2 of Plaintiff's Complaint and further avers that this Court has jurisdiction over BSRO's Counterclaims against ImagePoint, which Counterclaims also are core proceedings pursuant to 28 U.S.C. § 157(b).

3. Defendant admits that Plaintiff seeks to recover a debt allegedly owed to the estate of ImagePoint, but denies the remaining allegations of paragraph 3 of Plaintiff's Complaint.

4. Defendant admits the allegations of paragraph 4 of Plaintiff's Complaint, but states that the case was converted back to a Chapter 7 proceeding on June 24, 2009 and that a trustee has been appointed to administer the estate of ImagePoint.

5. Defendant denies the allegations of paragraph 5 of Plaintiff's Complaint.

6. Defendant denies the allegations of paragraph 6 of Plaintiff's Complaint.

7. Defendant denies the allegations of paragraph 7 of Plaintiff's Complaint.

8. Defendant admits that ImagePoint has made various demands for payments but denies that Defendant owes any amount to ImagePoint for the reasons set forth in its Affirmative Defenses and Counterclaim.

GENERAL DENIAL

9. Defendant denies each and every allegation contained in the Complaint not specifically admitted above. Defendant denies that the Plaintiff is entitled to the relief it seeks by way of the Complaint and to any relief.

AFFIRMATIVE AND ADDITIONAL DEFENSES

Defendant, by and through undersigned counsel, as and for the Defendant's affirmative and additional defenses to the Complaint, states as follows:

1. Plaintiff's Complaint fails to state a cause of action upon which relief can be granted.

2. Plaintiff's Complaint fails due to insufficient service of process.

3. Plaintiff's claims are barred in whole or in part by the doctrine of setoff.

4. Plaintiff's claims are barred in whole or in part by the doctrine of recoupment.

5. Plaintiff's claims are barred in whole or in part by the doctrine of waiver.

6. Plaintiff's claims are barred in whole or in part by the doctrine of estoppel.

7. Plaintiff has failed to mitigate any damages.

8. Plaintiff claims are barred in whole or in part by the doctrine of unjust enrichment.

9. Plaintiff's claims are barred in whole or in part due to ImagePoint's material breaches of the contracts between the parties.

10. Defendant reserves its right to supplement and amend these Affirmative Defenses as it deems appropriate.

WHEREFORE, Defendant prays that Plaintiff's Complaint be dismissed in its entirety with prejudice; that judgment be entered in favor of Defendant on Plaintiff's Complaint; that all costs be taxed against the Plaintiff; and that this Court grant such other and further relief as it deems just and proper.

COUNTERCLAIMS

Defendant, by and through undersigned counsel, for its counterclaims against ImagePoint, states as follows:

1. Defendant incorporates the foregoing Answer and Affirmative Defenses.

2. Defendant/Counterclaim-plaintiff BSRO is a Delaware limited liability company with its principal place of business at 333 East Lake Street, Bloomingdale, Illinois 60108.

3. Upon information and belief, Plaintiff/Counterclaim-defendant ImagePoint is a Tennessee corporation with its principal place of business at 445 S. Gay Street, Knoxville, Tennessee 37950 and an estate in bankruptcy.

4. Jurisdiction for these Counterclaims is proper pursuant to 11 U.S.C. §§ 541 and 542, and 28 U.S.C. §§ 1334 and § 157. This adversary proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this district pursuant to 28 U.S.C. § 1409(a) and (b).

5. ImagePoint and BSRO entered into various written agreements over the years, including but not limited to that certain Sign Maintenance Agreement dated February 24, 2006 (as may have been amended from time to time, the "Sign Agreement"), which are in the possession of both parties.

6. Among other things, the Sign Agreement required ImagePoint to repair and replace "all signage as required by [BSRO], which shall include surveys, drawings, project management, permits, permit acquisition, manufacturing, shipping, and installation of new signage and replacement parts of existing signage." *See* Sign Agreement, at ¶1.

7. Paragraph 15.3 of the Sign Agreement provides that ImagePoint "shall defend, indemnify and hold harmless" BSRO from and against all claims, damages, losses and expenses arising out of or resulting from the acts or omissions of ImagePoint, its subcontractors, officers, directors, employees or agents in connection with the Sign Agreement.

8. ImagePoint warranted, among other things, that "all signs manufactured by ImagePoint are guaranteed for a period of one (1) year from the date of installation to be free of defects in workmanship and materials." *See* Sign Agreement, at ¶14. ImagePoint also warranted that "services will be performed in a timely and professional manner." *Id.*

9. ImagePoint was required to promptly pay all of its subcontractors. In the event that ImagePoint failed to pay its subcontractors, BSRO was and is authorized to pay the

defaulted amounts to subcontractors directly and to offset any amounts so paid against any amounts that BSRO otherwise would have been obligated to pay to ImagePoint.

10. ImagePoint has waived any and all applicable mechanics lien and similar lien rights.

11. ImagePoint has failed to comply with its contractual obligations to BSRO, including pursuant to the Sign Agreement, and on January 9, 2009, ImagePoint ceased business operations.

12. The Sign Agreement and applicable law require ImagePoint to protect, and not sell, BSRO's confidential proprietary information, including but not limited to BSRO's intellectual property. *See, e.g.*, Sign Agreement, at ¶17.

13. Upon information and belief, ImagePoint has sold and is continuing to attempt to sell products and other things embodying BSRO's protected intellectual property.

14. As a result of ImagePoint's actions, BSRO was required to locate and retain a replacement sign company that could supply BSRO with all of the sign-related services that ImagePoint was otherwise contractually obligated to supply to BSRO.

COUNT I – Breach of Contract

15. BSRO incorporates Paragraphs 1 through 14 above.

16. ImagePoint has breached its contractual obligations to BSRO in numerous respects, including by its defective designs, its failure to honor its warranty obligations, its failure to destroy (and not sell) any extra BSRO sign faces it manufactured, its failure to promptly pay claims of subcontractors, and ceasing business operations and requiring BSRO to locate and procure the services of a replacement sign company.

17. ImagePoint's multiple breaches of its contractual obligations to BSRO have proximately caused, and will continue to cause, BSRO substantial damages, including but not necessarily limited to the following:

a. BSRO has already paid $125,514.61 to sign installers and other ImagePoint subcontractors in order to resolve their claims regarding signs they installed at various retail locations; BSRO estimates that it will be required to pay substantial additional amounts to other sign installers and to maintenance subcontractors to resolve additional claims.

b. ImagePoint has breached and will continue to breach its warranty obligations to BSRO.

c. BSRO has incurred expenses for relocation, storage, and transfer of molds and tools, relocation of BSRO working files, and contractor expenses as a direct result of ImagePoint closing its doors.

d. Without prior notice, BSRO was required to obtain replacement sign services to fulfill the remaining obligations of ImagePoint under the terms of its agreements with BSRO.

e. BSRO has also incurred, and will continue to incur, substantial professional fees of consultants and attorneys as a result of ImagePoint's multiple breaches and then abrupt work stoppage.

WHEREFORE, BSRO respectfully requests that it be granted judgment against ImagePoint for all of the damages it has incurred, and will in the future incur, as a result of

ImagePoint's breaches, together with pre- and post-judgment interest, attorney fees, costs, expenses, and such other relief as the Court deems proper.

COUNT II – Breach of Warranty

18. BSRO incorporates Paragraphs 1 through 17 above.

19. ImagePoint sold signs and related products to BSRO.

20. ImagePoint warranted that the signs and related products would be free of defects in material and workmanship, and if there were defects that ImagePoint would repair and replace warranted items for a period of one (1) year after installation.

21. BSRO has paid ImagePoint significant sums for signs and related products based in part on the strength of ImagePoint's express and implied warranties.

22. ImagePoint has failed to comply with its express and implied warranty obligations to BSRO.

23. As a result of ImagePoint's breach of its express and implied warranty obligations, BSRO has suffered significant damages in an amount to be proven at trial.

WHEREFORE, BSRO respectfully requests that it be granted judgment against ImagePoint for all of the damages it has incurred, and will in the future incur, as a result of ImagePoint's warranty breaches, together with pre- and post-judgment interest, attorney fees, costs, expenses, and such other relief as the Court deems proper.

COUNT III – Indemnity

24. BSRO incorporates Paragraphs 1 through 23 above.

25. ImagePoint promised to indemnify BSRO for all losses that BSRO's incurred in any way arising from or related to the ImagePoint sign supply and maintenance agreements.

26. ImagePoint has experienced losses covered by ImagePoint's indemnity as a result of, among other things, ImagePoint's failure to fulfill signage orders, failure to pay installation and other subcontractors, failure to keep BSRO's proprietary information confidential as required by contract and applicable law, failure to honor warranty obligations, and its sale or attempted sale of BSRO's proprietary and confidential information and intellectual property.

WHEREFORE, BSRO respectfully requests that it be granted judgment against ImagePoint for all of the covered losses it has incurred, and will in the future incur, as a result of ImagePoint's actions or omissions, together with pre- and post-judgment interest, attorney fees, costs, expenses, and such other relief as the Court deems proper.

COUNT IV – Unjust Enrichment and Conversion

27. BSRO incorporates Paragraphs 1 through 26 above.

28. Upon information and belief, ImagePoint has sold most, if not all, of the signs and related proprietary information and things which had either been previously paid for by BSRO or for which ImagePoint had been given only a limited license to use such property or information.

29. To the extent that ImagePoint has alienated or sold property in which BSRO held a superior ownership interest, ImagePoint has converted BSRO's property and has been unjustly enriched by any proceeds received in exchange therefor.

30. ImagePoint owes a duty to make full restitution to BSRO in an amount to be proven at trial.

WHEREFORE, BSRO respectfully requests that it be granted judgment against ImagePoint for restitution in the amount of any and all proceeds obtained for or on behalf of ImagePoint as a result of ImagePoint's conversion of property in which it held no ownership interest, together with pre- and post-judgment interest, attorney fees, costs, expenses, and such other relief as the Court deems proper.

COUNT V – Setoff and Stay Relief

31. BSRO incorporates Paragraphs 1 through 30 above.

32. To the extent this Court determines there is any debt owing by BSRO to ImagePoint, BSRO requests that this Court order and permit a setoff or recoupment in favor of BSRO in reduction of any such debt.

33. BSRO requests that this Court order relief from the automatic stay to the extent necessary to authorize a setoff or recoupment in favor of BSRO.

34. ImagePoint owes a duty to make full restitution to BSRO in an amount to be proven at trial.

WHEREFORE, BSRO respectfully requests that it be granted relief from the automatic stay to the extent necessary to authorize a setoff or recoupment in favor of BSRO.

August 17, 2009

Robert J. Labate
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Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com
-and-

/s/ Madison L. Martin
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STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Counsel for Bridgestone Retail Operations, LLC

CERTIFICATE OF SERVICE

I hereby certify that on this 17th day of August, 2009, a copy of the foregoing *Answer, Affirmative Defenses and Counterclaims* was filed electronically through the CM/ECF system and served electronically on all parties accepting Notice of Electronic Filing, and via first-class U.S. mail, postage prepaid, upon the parties listed below. Parties may also access this filing through the Court's ECF system.

IMAGEPOINT, INC.
P. O. Box 59043
Knoxville, TN 37950-9043

Michael W. Ewell
Richard T. Scrugham, Jr.
FRANZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Street, Ste 500
P.O. Box 39
Knoxville, TN 37901-0039

DAVID H. JONES, TRUSTEE
P.O. Box 50034
Knoxville, TN 37950

UNITED STATES TRUSTEE
800 Market Street, Suite 114
Howard H. Baker Jr. U.S. Courthouse
Knoxville, TN 37902

/s/ Madison L. Martin
Madison L. Martin

SO ORDERED.

SIGNED this 18 day of August, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE

In re

IMAGEPOINT, INC.,

Debtor.

No. 09-31225
Chapter 7

DAVID H. JONES, Trustee,

Plaintiff,

vs.

BFS RETAIL & COMMERCIAL OPERATIONS, LLC,

Defendant.

Adv. Pro. No. 09-3080

O R D E R

Pursuant to Rule 16(b) of the Federal Rules of Civil Procedure, as incorporated by Rule 7016 of the Federal Rules of Bankruptcy Procedure, the court directs the following:

1. A telephonic scheduling conference will be held in this adversary proceeding on September 10, 2009, at 11:00 a.m., for the purpose of preparing a scheduling order. The telephone

number for the conference is 1-904-596-2362 and the participant pin code is 65733076#. During the conference, the court will set dates for completing discovery, filing dispositive motions, submitting a joint pretrial statement, filing pretrial briefs and the trial of this matter.

2. In accordance with Rule 26(f) of the Federal Rules of Civil Procedure, as incorporated by Rule 7026 of the Federal Rules of Bankruptcy Procedure, as soon as practicable and in any event at least seven days before the scheduling conference, counsel for the parties shall meet to discuss the nature and basis of the parties' claims and defenses and the possibilities for a prompt settlement or resolution of the case, to make or arrange for the disclosures required by Fed. R. Civ. P. 26(a)(1), and to develop a proposed discovery plan. The plan shall indicate the parties' views and proposals concerning the matters set forth in Fed. R. Civ. P. 26(f)(1)-(4).

3. At least two days prior to the scheduling conference, counsel for the parties shall file with the court a written report outlining the plan that is required by Fed. R. Civ. P. 26(f). Although both counsel are jointly responsible for arranging and being present at the Fed. R. Civ. P. 26(f) meeting, for attempting in good faith to agree to the proposed discovery plan, and for submitting to the court a written report outlining the plan, plaintiff's counsel shall have the primary responsibility for initially contacting defendant's counsel upon receipt of this order to schedule the meeting. By agreement, the parties may conduct the Fed. R. Civ. P. 26(f) meeting by telephone.

# # #

SO ORDERED.

SIGNED this 18 day of August, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE

In re IMAGEPOINT, INC., Debtor.	No. 09-31225 Chapter 7
DAVID H. JONES, Trustee, Plaintiff, vs. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Pro. No. 09-3080

O R D E R

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1. A telephonic scheduling conference will be held in this adversary proceeding on September 10, 2009, at 11:00 a.m., for the purpose of preparing a scheduling order. The telephone

number for the conference is 1-904-596-2362 and the participant pin code is 65733076#. During the conference, the court will set dates for completing discovery, filing dispositive motions, submitting a joint pretrial statement, filing pretrial briefs and the trial of this matter.

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# # #

CERTIFICATE OF NOTICE

District/off: 0649-3 User: russellt Page 1 of 1 Date Rcvd: Aug 19, 2009
Case: 09-03080 Form ID: pdfap Total Noticed: 1

The following entities were noticed by first class mail on Aug 21, 2009.
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 21, 2009 **Signature:** Joseph Speetjens

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

JOINT MOTION FOR ENTRY OF AN AGREED ORDER

COME the parties, by and through counsel, and move the Court for entry of an Order continuing the Scheduling Conference set currently on the Court's calendar for a telephonic conference on September 10, 2009, 11:00 a.m. to a telephonic Scheduling Conference to occur on October 1, 2009, at 10:30 a.m. (Eastern Time).

For cause the parties would show that they are engaged in exchanging information to explore early settlement potential and request the Scheduling Conference be postponed. The date and time of the rescheduled telephonic conference has been cleared with the Court.

Respectfully submitted this 8th day of September, 2009.

/s/ Michael W. Ewell
Michael W. Ewell BPR No. 013232
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
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(865) 546-9321
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/s/ Madison L. Martin
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Attorney for Defendant

Robert J. Labate
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Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE**

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the telephonic scheduling conference currently set for September 10, 2009, at 11:00 a.m., is hereby continued over for a telephonic Scheduling Conference to occur on October 1, 2009, at 10:30 a.m. (Eastern Time).

# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell
Michael W. Ewell BPR No. 013232
FRANTZ, MCCONNELL & SEYMOUR, LLP
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Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

SO ORDERED.

SIGNED this 09 day of September, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
DAVID H. JONES, TRUSTEE,	)	
Plaintiff	)	
vs.	)	**Adv. Proc. No. 09-3080**
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
Defendant	)	

AGREED ORDER

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# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell
Michael W. Ewell BPR No. 013232
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
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Robert J. Labate
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131 South Dearborn Street, 30th Floor
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(312) 263-3600
Attorney for Defendant

SO ORDERED.

SIGNED this 09 day of September, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
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	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

AGREED ORDER

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# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell

Michael W. Ewell BPR No. 013232
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/s/ Madison L. Martin

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Attorney for Defendant

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131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: russellt Page 1 of 1 Date Rcvd: Sep 09, 2009
Case: 09-03080 Form ID: pdfap Total Noticed: 1

The following entities were noticed by first class mail on Sep 11, 2009.
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 11, 2009 **Signature:** Joseph Speetjens

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

JOINT MOTION FOR ENTRY OF AN AGREED ORDER

COME the parties, by and through counsel, and move the Court for entry of an Order continuing the Scheduling Conference set currently on the Court's calendar for a telephonic conference on October 1, 2009, 10:30 a.m. to a telephonic Scheduling Conference to occur on October 30, 2009, at 2:30 p.m. (Eastern Time).

For cause the parties would show that they are engaged in exchanging information to explore early settlement potential and request the Scheduling Conference be postponed. The date and time of the rescheduled telephonic conference has been cleared with the Court.

Respectfully submitted this 30th day of September, 2009.

/s/ Michael W. Ewell
Michael W. Ewell BPR No. 013232
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
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(865) 546-9321
Attorneys for David H. Jones, Chapter 7 Trustee

/s/ Madison L. Martin, by MWE with permission
Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
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(615) 244-5200
Attorney for Defendant

Robert J. Labate
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131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
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	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the telephonic scheduling conference currently set for October 1, 2009, at 10:30 a.m., is hereby continued over for a telephonic Scheduling Conference to occur on October 30, 2009, at 2:30 p.m. (Eastern Time).

# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell
Michael W. Ewell BPR No. 013232
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
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/s/ Madison L. Martin, by MWE with permission
Madison L. Martin BPR No. 24027
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(615) 244-52200
Attorney for Defendant

Robert J. Labate
Joi M. Thomas
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131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

SO ORDERED.

SIGNED this 01 day of October, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
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DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

AGREED ORDER

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# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell
Michael W. Ewell BPR No. 013232
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
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Attorney for David H. Jones, Chapter 7 Trustee

/s/ Madison L. Martin, by MWE with permission
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Attorney for Defendant

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Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

SO ORDERED.

SIGNED this 01 day of October, 2009.

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PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the telephonic scheduling conference currently set for October 1, 2009, at 10:30 a.m., is hereby continued over for a telephonic Scheduling Conference to occur on October 30, 2009, at 2:30 p.m. (Eastern Time).

# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell

Michael W. Ewell BPR No. 013232
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for David H. Jones, Chapter 7 Trustee

/s/ Madison L. Martin, by MWE with permission

Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219
(615) 244-52200
Attorney for Defendant

Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: russellt Page 1 of 1 Date Rcvd: Oct 01, 2009
Case: 09-03080 Form ID: pdfap Total Noticed: 1

The following entities were noticed by first class mail on Oct 03, 2009.
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 03, 2009 **Signature:** Joseph Speetjens

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

PARTIES' DISCOVERY PLAN

The parties, pursuant to the Court's Order, submit their discovery plan as follows:

1. The parties will make the initial exchange of disclosures required by Fed. R. Civ. P. 26(a), on or before November 16, 2009.

2. Discovery Plan: The represented parties jointly propose to the Court the following discovery plan:

   a. Discovery will be needed on all issues joined.

   b. No limit, other than limits imposed by the Federal Rules of Civil Procedure and/or the Local Rules of the Court, need be imposed on the number of interrogatories, the number of requests for production, the number of requests for admission, or the number or length of depositions.

c. The parties agree to confer and cooperate in connection with (i) the possibility of making witnesses available by agreement and without the need for subpoena, (ii) the scheduling of witnesses for depositions on particular dates, including those specified above, and (iii) generally reducing the expense and inconvenience of deposition.

d. The parties propose that expert witness disclosure with production of documents required under Fed. R. Civ. P. 26(a)(2)(B) be made on or before January 15, 2010. The parties shall then identify their rebuttal expert witnesses and produce the documents required under Rule 26(a)(2)(B) on or before February 20, 2010.

e. All discovery, including the taking of depositions "for evidence", shall be completed by March 12, 2010.

f. The parties propose that dispositive motions be filed on or before March 19, 2010, with responses due in accordance with local rules.

3. Settlement/Mediation: The possibility of settlement is unknown at this time. The parties agree to confer regarding settlement and regarding the possibility of mediation.

4. Other Items: The parties reserve the right to file, in the future, motions to amend this Discovery Plan and Report to the Court, to compel discovery, for protective orders, or for such other relief as may be required.

Respectfully submitted this 28th day of October, 2009.

/s/ Michael W. Ewell
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FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37901
(865) 546-9321
Attorneys for David H. Jones, Chapter 7 Trustee

/s/ Madison L. Martin
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(615) 244-5200
Attorney for Defendant

Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorney for Defendant

SO ORDERED.

SIGNED this 30 day of October, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE

In re IMAGEPOINT, INC., Debtor.	No. 09-31225 Chapter 7
DAVID H. JONES, Trustee, Plaintiff, vs. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Pro. No. 09-3080

O R D E R

This adversary proceeding came before the court for a telephonic scheduling conference on October 30, 2009. After consulting with counsel for the parties, the court directs the following:

1. The parties shall make their Fed. R. Civ. P. 26(a)(1) disclosures by November 16, 2009.

2. The parties shall exchange initial reports from all expert witnesses by January 15, 2010. Rebuttal reports from all expert witnesses shall be exchanged by February 20, 2010. All discovery shall be completed by March 12, 2010.

3. Any dispositive motion shall be filed by March 19, 2010. A response shall be filed within twenty days after the filing of any dispositive motion. The failure to respond will be deemed an admission that the motion should be granted.

4. In preparation for the trial, counsel for the parties shall file with the court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the plaintiff's causes of actions, together with a reference to the legal theory or statute upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendant's Defenses" a brief statement of each defense relied upon by the defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. A statement of contested factual and legal issues with reference to appropriate statutes.

e. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

5. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

6. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefor, that may be made to the admissibility of materials identified under subparagraph (C) of

Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other than objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

7. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraphs (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the court.

8. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index of all prefiled exhibits shall be filed by the parties at least two days prior to trial.

9. The trial of this adversary proceeding will commence on June 10, 2010, at 9:00 a.m., in the bankruptcy courtroom, Bankruptcy Courtroom 1B, Howard H. Baker, Jr. United States Courthouse, 800 Market Street, Knoxville, Tennessee.

# # #

SO ORDERED.

SIGNED this 30 day of October, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE

In re IMAGEPOINT, INC., Debtor.	No. 09-31225 Chapter 7
DAVID H. JONES, Trustee, Plaintiff, vs. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Pro. No. 09-3080

O R D E R

This adversary proceeding came before the court for a telephonic scheduling conference on October 30, 2009. After consulting with counsel for the parties, the court directs the following:

1. The parties shall make their Fed. R. Civ. P. 26(a)(1) disclosures by November 16, 2009.

2. The parties shall exchange initial reports from all expert witnesses by January 15, 2010. Rebuttal reports from all expert witnesses shall be exchanged by February 20, 2010. All discovery shall be completed by March 12, 2010.

3. Any dispositive motion shall be filed by March 19, 2010. A response shall be filed within twenty days after the filing of any dispositive motion. The failure to respond will be deemed an admission that the motion should be granted.

4. In preparation for the trial, counsel for the parties shall file with the court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the plaintiff's causes of actions, together with a reference to the legal theory or statute upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendant's Defenses" a brief statement of each defense relied upon by the defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. A statement of contested factual and legal issues with reference to appropriate statutes.

e. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

5. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

6. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefor, that may be made to the admissibility of materials identified under subparagraph (C) of

Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other than objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

7. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraphs (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the court.

8. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index of all prefiled exhibits shall be filed by the parties at least two days prior to trial.

9. The trial of this adversary proceeding will commence on June 10, 2010, at 9:00 a.m., in the bankruptcy courtroom, Bankruptcy Courtroom 1B, Howard H. Baker, Jr. United States Courthouse, 800 Market Street, Knoxville, Tennessee.

# # #

CERTIFICATE OF NOTICE

District/off: 0649-3	User: russellt	Page 1 of 1	Date Rcvd: Nov 02, 2009
Case: 09-03080	Form ID: pdfap	Total Noticed: 1	

The following entities were noticed by first class mail on Nov 04, 2009.
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 04, 2009 **Signature:** Joseph Speetjens

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

NOTICE OF SERVICE OF DEFENDANT'S
FIRST SET OF WRITTEN DISCOVERY REQUESTS

PLEASE TAKE NOTICE that on March 2, 2010 true and correct copies of *Defendant's First Set Of Written Discovery Requests* were served on the following as indicated below:

By First Class U.S. Mail

DAVID H. JONES, TRUSTEE
P.O. Box 50034
Knoxville, TN 37950

Michael W. Ewell
Richard T. Scrugham, Jr.
FRANZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Street, Ste 500
P.O. Box 39
Knoxville, TN 37901-0039

Respectfully submitted,

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Counsel for Bridgestone Retail Operations, LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

JOINT MOTION FOR ENTRY OF AN AGREED ORDER
CONTINUING TRIAL DATE AND RESETTING PRETRIAL DEADLINES

COME David H. Jones, Chapter 7 Trustee (the "Trustee") on the one hand, and Bridgestone Retail Operations, LLC f/k/a BFS Retail & Commercial Operations, LLC ("BSRO") on the other hand, by and through their undersigned counsel, and move the Court for entry of an Order, in the form attached hereto, continuing trial of this action from June 10, 2010 beginning at 9:00 a.m. (EDT) to February 24 & 25, 2011 beginning at 9:00 a.m. (EDT), and resetting the pretrial deadlines in connection therewith.

For cause the parties would show that the date and time of the rescheduled trial date was previously informally cleared with the Court's law clerk. Since that time, the parties have been discussing prospective deadlines for the completion of fact and expert discovery. The attached order reflects those deadlines on which the parties have agreed to govern fact and expert discovery and other pretrial deadlines based upon a February 24 & 25, 2011 trial date.

Respectfully submitted this 9th day of June, 2010.

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
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Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

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robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
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Co-Counsel for Bridgestone Retail
Operations, LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines, and for good cause shown, the trial of this matter is continued from June 10, 2010 to **February 24 and 25, 2011**, beginning on February 24, 2011 beginning at 9:00 a.m., Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800

Market Street, Knoxville, Tennessee and the trial dates and deadlines set forth in the Court's order of October 30, 2009 are hereby amended as follows:

1. Reports from experts pursuant to Fed. R. Civ. P. 26(a)(2) shall be served by the party bearing the burden of proof with respect to the issue to which the expert testimony relates on or before **October 4, 2010**.

2. Rebuttal expert reports shall be served on or before **November 15, 2010**.

3. All discovery shall be completed **November 30, 2010**.

4. Any dispositive motions shall be filed by **December 4, 2010**.

5. A response shall be served and filed within twenty days after filing of any dispositive motion and any reply brief shall be served and filed within ten days after filing of the response. The failure to respond shall be deemed an admission that the motion should be granted.

6. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

   a. A statement of all admitted or uncontested facts.

   b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

   c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

   d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such

counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

7. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

8. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

9. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the

Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

10. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index or all prefiled exhibits shall be filed by the parties at least two days prior to trial.

SO ORDERED.

###

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 013232)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
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Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

SO ORDERED.

SIGNED this 11 day of June, 2010.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines, and for good cause shown, the trial of this matter is continued from June 10, 2010 to **February 24 and 25, 2011**, beginning on February 24, 2011 beginning at 9:00 a.m., Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800

Market Street, Knoxville, Tennessee and the trial dates and deadlines set forth in the Court's order of October 30, 2009 are hereby amended as follows:

1. Reports from experts pursuant to Fed. R. Civ. P. 26(a)(2) shall be served by the party bearing the burden of proof with respect to the issue to which the expert testimony relates on or before **October 4, 2010**.

2. Rebuttal expert reports shall be served on or before **November 15, 2010**.

3. All discovery shall be completed **November 30, 2010**.

4. Any dispositive motions shall be filed by **December 4, 2010**.

5. A response shall be served and filed within twenty days after filing of any dispositive motion and any reply brief shall be served and filed within ten days after filing of the response. The failure to respond shall be deemed an admission that the motion should be granted.

6. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

   a. A statement of all admitted or uncontested facts.

   b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

   c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

   d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such

counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

7. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

8. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

9. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the

Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

10. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index or all prefiled exhibits shall be filed by the parties at least two days prior to trial.

SO ORDERED.

###

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 013232)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

SO ORDERED.

SIGNED this 11 day of June, 2010.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines, and for good cause shown, the trial of this matter is continued from June 10, 2010 to **February 24 and 25, 2011**, beginning on February 24, 2011 beginning at 9:00 a.m., Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800

Market Street, Knoxville, Tennessee and the trial dates and deadlines set forth in the Court's order of October 30, 2009 are hereby amended as follows:

1. Reports from experts pursuant to Fed. R. Civ. P. 26(a)(2) shall be served by the party bearing the burden of proof with respect to the issue to which the expert testimony relates on or before **October 4, 2010**.

2. Rebuttal expert reports shall be served on or before **November 15, 2010**.

3. All discovery shall be completed **November 30, 2010**.

4. Any dispositive motions shall be filed by **December 4, 2010**.

5. A response shall be served and filed within twenty days after filing of any dispositive motion and any reply brief shall be served and filed within ten days after filing of the response. The failure to respond shall be deemed an admission that the motion should be granted.

6. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

   a. A statement of all admitted or uncontested facts.

   b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

   c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

   d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such

counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

7. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

8. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

9. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the

Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

10. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index or all prefiled exhibits shall be filed by the parties at least two days prior to trial.

SO ORDERED.

###

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 013232)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
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madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

CERTIFICATE OF NOTICE

District/off: 0649-3 User: truanm Page 1 of 1 Date Rcvd: Jun 14, 2010
Case: 09-03080 Form ID: pdfap Total Noticed: 1

The following entities were noticed by first class mail on Jun 16, 2010.
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 16, 2010 **Signature:** Joseph Speetjens

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

JOINT MOTION FOR ENTRY OF AN AGREED ORDER
CONTINUING TRIAL DATE AND RESETTING PRETRIAL DEADLINES

COME David H. Jones, Chapter 7 Trustee (the "Trustee") on the one hand, and Bridgestone Retail Operations, LLC f/k/a BFS Retail & Commercial Operations, LLC ("BSRO") on the other hand, by and through their undersigned counsel, and move the Court for entry of an Order, in the form attached hereto, continuing trial of this action from February 24 & 25, 2011 beginning at 9:00 a.m. (EDT) to December 7 & 8, 2011 beginning at 9:00 a.m. (EDT), and resetting the pretrial deadlines in connection therewith.

For cause the parties would show that the date and time of the rescheduled trial date was previously informally cleared with the Court's law clerk. Since that time, the parties have been discussing prospective deadlines for the completion of fact and expert discovery. The attached order reflects those deadlines on which the parties have agreed to govern fact and expert discovery and other pretrial deadlines based upon a December 7 & 8, 2011 trial date.

Respectfully submitted this 22nd day of February, 2011.

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 013232)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

Robert J. Labate
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
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(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
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madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines, and for good cause shown, the trial of this matter is continued from February 24 & 25, 2011 to **December 7 & 8, 2011**, beginning on December 7, 2011 beginning at 9:00 a.m., Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800

Market Street, Knoxville, Tennessee and the trial dates and deadlines set forth in the Court's order entered June 17, 2010 are hereby amended as follows:

1. The parties shall make their Fed. R. Civ. P. 26(a)(1) disclosures by **August 2, 2010**.

2. Reports from experts pursuant to Fed. R. Civ. P. 26(a)(2) shall be served by the party bearing the burden of proof with respect to the issue to which the expert testimony relates on or before **July 12, 2011**.

3. Rebuttal expert reports shall be served on or before **August 19, 2011**.

4. All discovery shall be completed **September 12, 2011**.

5. Any dispositive motions shall be filed by **September 23, 2011**.

6. A response shall be served and filed within twenty days after filing of any dispositive motion and any reply brief shall be served and filed within ten days after filing of the response. The failure to respond shall be deemed an admission that the motion should be granted.

7. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

8. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

9. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

10. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on

all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

11. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index or all prefiled exhibits shall be filed by the parties at least two days prior to trial.

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 013232)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

SO ORDERED.

SIGNED this 23 day of February, 2011.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines, and for good cause shown, the trial of this matter is continued from February 24 & 25, 2011 to **December 7 & 8, 2011**, beginning on December 7, 2011 beginning at 9:00 a.m., Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800

Market Street, Knoxville, Tennessee and the trial dates and deadlines set forth in the Court's order entered June 17, 2010 are hereby amended as follows:

1. The parties shall make their Fed. R. Civ. P. 26(a)(1) disclosures by **August 2, 2010**.

2. Reports from experts pursuant to Fed. R. Civ. P. 26(a)(2) shall be served by the party bearing the burden of proof with respect to the issue to which the expert testimony relates on or before **July 12, 2011**.

3. Rebuttal expert reports shall be served on or before **August 19, 2011**.

4. All discovery shall be completed **September 12, 2011**.

5. Any dispositive motions shall be filed by **September 23, 2011**.

6. A response shall be served and filed within twenty days after filing of any dispositive motion and any reply brief shall be served and filed within ten days after filing of the response. The failure to respond shall be deemed an admission that the motion should be granted.

7. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

8. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

9. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

10. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on

all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

11. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index or all prefiled exhibits shall be filed by the parties at least two days prior to trial.

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 013232)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

SO ORDERED.

SIGNED this 23 day of February, 2011.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines, and for good cause shown, the trial of this matter is continued from February 24 & 25, 2011 to **December 7 & 8, 2011**, beginning on December 7, 2011 beginning at 9:00 a.m., Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800

Market Street, Knoxville, Tennessee and the trial dates and deadlines set forth in the Court's order entered June 17, 2010 are hereby amended as follows:

1. The parties shall make their Fed. R. Civ. P. 26(a)(1) disclosures by **August 2, 2010**.

2. Reports from experts pursuant to Fed. R. Civ. P. 26(a)(2) shall be served by the party bearing the burden of proof with respect to the issue to which the expert testimony relates on or before **July 12, 2011**.

3. Rebuttal expert reports shall be served on or before **August 19, 2011**.

4. All discovery shall be completed **September 12, 2011**.

5. Any dispositive motions shall be filed by **September 23, 2011**.

6. A response shall be served and filed within twenty days after filing of any dispositive motion and any reply brief shall be served and filed within ten days after filing of the response. The failure to respond shall be deemed an admission that the motion should be granted.

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a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

8. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

9. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

10. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on

all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

11. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index or all prefiled exhibits shall be filed by the parties at least two days prior to trial.

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 013232)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
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Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 1 Date Rcvd: Feb 23, 2011
Case: 09-03080 Form ID: pdfap Total Noticed: 1

The following entities were noticed by first class mail on Feb 25, 2011.
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Feb 25, 2011 **Signature:** Joseph Speetjens

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

MOTION FOR ADMISSION OF JOI THOMAS *PRO HAC VICE*

Bridgestone Retail Operations, LLC f/k/a BFS Retail & Commercial Operations, LLC ("Bridgestone") respectfully requests that Joi Thomas of the law firm HOLLAND & KNIGHT, LLP be admitted *pro hac vice* as co-counsel of record for Bridgestone in the above-referenced bankruptcy case and adversary proceeding, and in support thereof would show:

1. Joi Thomas ("Ms. Thomas") is a associate of the law firm of Holland & Knight LLC, 131 S. Dearborn Street, 30th Floor, Chicago, Illinois 60603.

2. Ms. Thomas is duly licensed and an active, practicing attorney and member of the State Bar of Illinois and the United States District Courts for the Northern District of Illinois. Ms. Thomas is in good standing and eligible to practice in all of the courts to which she is admitted.

3. Bridgestone has retained Stites & Harbison PLLC as local counsel in this case.

4. A copy of a recent Certificate of Good Standing of Ms. Thomas in support of this motion is attached hereto as **Exhibit 1**.

WHEREFORE, Bridgestone respectfully requests that the Court enter an order, substantially in the form of the proposed order attached hereto as **Exhibit 2**, admitting Joi Thomas to practice before this Court as counsel for Bridgestone in all matters in this case and adversary proceeding, and granting such further or other relief as the Court deems appropriate.

Respectfully submitted,

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

CERTIFICATE OF SERVICE

I hereby certify that on April 6, 2011, the foregoing *Motion for Admission of Joi Thomas Pro Hac Vice* and proposed *Order Granting Admission* were served electronically upon all Filing Users accepting Notice of Electronic Filing and upon the following by first-class U.S. Mail, postage prepaid:

Michael W. Ewell
Franz, Mcconnell & Seymour, LLP
550 W. Main Street, Ste 500
P.O. Box 39
Knoxville, TN 37901-0039

Patricia C. Foster
Attorney for the Asst. U.S. Trustee
800 Market Street, Ste. 114
Knoxville, TN 37902

David H. Jones, Trustee
P.O. Box 50034
Knoxville, TN 37950

/s/ Madison L. Martin
Madison L. Martin

CERTIFICATE OF GOOD STANDING

United States of America

}ss. Joi M. Thomas

Northern District of Illinois

I, Michael W. Dobbins, Clerk of the United States District Court for the Northern District of Illinois,

DO HEREBY CERTIFY That Joi M. Thomas was duly admitted to practice in said Court on (08/12/2008) and is in good standing as a member of the bar of said court.

Dated at Chicago, Illinois
on (04/05/2011)

Michael W. Dobbins, Clerk,

By: Jannette Nunez
Deputy Clerk

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

ORDER FOR ADMISSION OF JOI THOMAS PRO HAC VICE

Before the Court is the *Motion for Admission of Joi Thomas Pro Hac Vice* in the above-styled case and adversary proceeding. After considering the Motion, and for good cause shown,

IT IS HEREBY ORDERED THAT Joi Thomas is admitted *pro hac vice* for the purpose of representing Bridgestone in this case and adversary proceeding.

This order was signed and entered electronically as indicated at the top of the first page.

APPROVED FOR ENTRY:

Robert J. Labate
Joi Thomas
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

MOTION FOR ADMISSION OF ROBERT J. LABATE *PRO HAC VICE*

Bridgestone Retail Operations, LLC f/k/a BFS Retail & Commercial Operations, LLC ("Bridgestone") respectfully requests that Robert J. Labate of the law firm HOLLAND & KNIGHT, LLP be admitted *pro hac vice* as co-counsel of record for Bridgestone in the above-referenced bankruptcy case and adversary proceeding, and in support thereof would show:

1. Robert J. Labate ("Mr. Labate") is a partner of the law firm of Holland & Knight LLC, 131 S. Dearborn Street, 30th Floor, Chicago, Illinois 60603.

2. Mr. Labate is duly licensed and an active, practicing attorney and member of the State Bars of Illinois and New Mexico and the United States District Courts for the Northern District of Illinois. Mr. Labate is in good standing and eligible to practice in all of the courts to which he is admitted.

3. Bridgestone has retained Stites & Harbison PLLC as local counsel in this case.

4. A copy of a recent Certificate of Good Standing of Mr. Labate in support of this motion is attached hereto as **Exhibit 1**.

WHEREFORE, Bridgestone respectfully requests that the Court enter an order, substantially in the form of the proposed order attached hereto as **Exhibit 2**, admitting Robert J. Labate to practice before this Court as counsel for Bridgestone in all matters in this case and adversary proceeding, and granting such further or other relief as the Court deems appropriate.

Respectfully submitted,

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

CERTIFICATE OF SERVICE

I hereby certify that on April 6, 2011, the foregoing *Motion for Admission of Robert J. Labate Pro Hac Vice* and proposed *Order Granting Admission* were served electronically upon all Filing Users accepting Notice of Electronic Filing and upon the following by first-class U.S. Mail, postage prepaid:

Michael W. Ewell
Franz, Mcconnell & Seymour, LLP
550 W. Main Street, Ste 500
P.O. Box 39
Knoxville, TN 37901-0039

Patricia C. Foster
Attorney for the Asst. U.S. Trustee
800 Market Street, Ste. 114
Knoxville, TN 37902

David H. Jones, Trustee
P.O. Box 50034
Knoxville, TN 37950

/s/ Madison L. Martin
Madison L. Martin

CERTIFICATE OF GOOD STANDING

United States of America

}ss. Robert J. Labate

Northern District of Illinois

I, Michael W. Dobbins, Clerk of the United States District Court for the Northern District of Illinois,

DO HEREBY CERTIFY That Robert J. Labate was duly admitted to practice in said Court on (12/21/1983) and is in good standing as a member of the bar of said court.

Dated at Chicago, Illinois
on (04/05/2011)

Michael W. Dobbins, Clerk,

By: Jannette Nunez
Deputy Clerk

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

ORDER FOR ADMISSION OF ROBERT J. LABATE PRO HAC VICE

Before the Court is the *Motion for Admission of Robert J. Labate Pro Hac Vice* in the above-styled case and adversary proceeding. After considering the Motion, and for good cause shown, **IT IS HEREBY ORDERED THAT** Robert J. Labate is admitted *pro hac vice* for the purpose of representing Bridgestone in this case and adversary proceeding.

This order was signed and entered electronically as indicated at the top of the first page.

APPROVED FOR ENTRY:

Robert J. Labate
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com
-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

SO ORDERED.

SIGNED this 11 day of April, 2011.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

ORDER FOR ADMISSION OF JOI THOMAS PRO HAC VICE

Before the Court is the *Motion for Admission of Joi Thomas Pro Hac Vice* in the above-styled case and adversary proceeding. After considering the Motion, and for good cause shown, **IT IS HEREBY ORDERED THAT** Joi Thomas is admitted *pro hac vice* for the purpose of representing Bridgestone in this case and adversary proceeding.

This order was signed and entered electronically as indicated at the top of the first page.

APPROVED FOR ENTRY:

Robert J. Labate
Joi Thomas
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

SO ORDERED.

SIGNED this 11 day of April, 2011.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

ORDER FOR ADMISSION OF ROBERT J. LABATE PRO HAC VICE

Before the Court is the *Motion for Admission of Robert J. Labate Pro Hac Vice* in the above-styled case and adversary proceeding. After considering the Motion, and for good cause shown, **IT IS HEREBY ORDERED THAT** Robert J. Labate is admitted *pro hac vice* for the purpose of representing Bridgestone in this case and adversary proceeding.

This order was signed and entered electronically as indicated at the top of the first page.

APPROVED FOR ENTRY:

Robert J. Labate
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com
-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

United States Bankruptcy Court
Eastern District of Tennessee

Jones,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 1 Date Rcvd: Apr 11, 2011
Form ID: pdfap Total Noticed: 2

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 13, 2011.

aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517
+Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC

TOTALS: 2, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 13, 2011 **Signature:** Joseph Speetjens

SO ORDERED.

SIGNED this 11 day of April, 2011.

**THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.**

**Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE**

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION**

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

ORDER FOR ADMISSION OF JOI THOMAS PRO HAC VICE

Before the Court is the *Motion for Admission of Joi Thomas Pro Hac Vice* in the above-styled case and adversary proceeding. After considering the Motion, and for good cause shown, **IT IS HEREBY ORDERED THAT** Joi Thomas is admitted *pro hac vice* for the purpose of representing Bridgestone in this case and adversary proceeding.

This order was signed and entered electronically as indicated at the top of the first page.

APPROVED FOR ENTRY:

Robert J. Labate
Joi Thomas
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

United States Bankruptcy Court
Eastern District of Tennessee

Jones,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 1 Date Rcvd: Apr 11, 2011
Form ID: pdfap Total Noticed: 1

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 13, 2011.

aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

dft BFS Retail & Commercial Operations, LLC

cc BFS Retail & Commercial Operations, LLC

TOTALS: 2, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 13, 2011 **Signature:** Joseph Speetjens

SO ORDERED.

SIGNED this 11 day of April, 2011.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

ORDER FOR ADMISSION OF ROBERT J. LABATE PRO HAC VICE

Before the Court is the *Motion for Admission of Robert J. Labate Pro Hac Vice* in the above-styled case and adversary proceeding. After considering the Motion, and for good cause shown, **IT IS HEREBY ORDERED THAT** Robert J. Labate is admitted *pro hac vice* for the purpose of representing Bridgestone in this case and adversary proceeding.

This order was signed and entered electronically as indicated at the top of the first page.

APPROVED FOR ENTRY:

Robert J. Labate
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com
-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC,	)	**Adv. Proc. No. 09-3080**
	)	
	)	
Defendants.	)	

NOTICE OF APPEARANCE AND REQUEST FOR NOTICE

Kevin A. Dean., co-counsel for David H. Jones, Esq., Trustee, hereby gives notice of his appearance. Michael W. Ewell, Esq. is the lead attorney for David H. Jones, Esq., Trustee. The undersigned requests that copies of all filings be served on him electronically or at the following address:

Kevin A. Dean, Esq.
FRANTZ, MCCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
865-546-9321
Email: kdean@fmsllp.com

Respectfully submitted this the 6th day of June, 2011.

/s/ Kevin A. Dean
Kevin A. Dean (BPR No. 026267)
FRANTZ, MCCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
(865) 546-9321
Attorney for David H. Jones, Esq., Trustee

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 6th day of June, 2011, a true and exact copy of foregoing document has been filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. All other parties will be served by regular U.S. Mail. Parties may access this filing through the Court's electronic filing system.

Robert J. Labate, Esq.
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603

Madison L. Martin, Esq.
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219

/s/ Kevin A. Dean
Kevin A. Dean, Esq.
FRANTZ, MCCONNELL & SEYMOUR, LLP

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC,	)	**Adv. Proc. No. 09-3080**
	)	
	)	
Defendants.	)	

NOTICE OF APPEARANCE AND REQUEST FOR NOTICE

Reggie E. Keaton, co-counsel for David H. Jones, Esq., Trustee, hereby gives notice of his appearance. Michael W. Ewell, Esq. is the lead attorney for David H. Jones, Esq., Trustee. The undersigned requests that copies of all filings be served on him electronically or at the following address:

Reggie E. Keaton, Esq.
FRANTZ, MCCONNELL & SEYMOUR, LLP
P. O. Box 39
Knoxville, TN 37901
865-546-9321
Email: rkeaton@fmsllp.com

This the 24th day of June, 2011.

/s/ Reggie E. Keaton
Reggie E. Keaton (BPR No. 11021)
FRANTZ, McCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
(865) 546-9321
Attorneys for David H. Jones, Chapter 7 Trustee

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on June 24th, 2011, a true and exact copy of the foregoing document has been filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. All other parties will be served by regular U.S. Mail. Parties may access this filing through the Court's electronic filing system.

/s/ Reggie E. Keaton
Reggie E. Keaton
FRANTZ, McCONNELL & SEYMOUR, LLP

S:\WDOX\CLIENTS\4640\0000037\NOTICES\00752067.DOC

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

JOINT MOTION FOR ENTRY OF AN AGREED ORDER

COME the parties, David H. Jones ("Trustee") and BFS Retail & Commercial Operations, LLC ("BFS"), by and through counsel, and move the Court for entry of an Order extending the deadlines for responses to the discovery requests listed below up to and including November 16, 2011:

BFS' first and second set of Requests for Admission to Trustee

BFS' first set of Requests for Production to Trustee

BFS' first set of interrogatories to Trustee

Trustee's first set of Requests for Admission to BFS

Trustee's first set of Interrogatories and Requests for Production to BFS

For cause the parties would show that additional time is needed for each Party to respond to the opposition's discovery requests, including but not limited to a number of Requests for Admission.

Respectfully submitted this 18th day of October, 2011.

/s/ Kevin A. Dean
Kevin A. Dean BPR No. 026267
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for David H. Jones, Chapter 7 Trustee

/s/ Joi M. Thomas
Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorneys for Defendant

Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219
(615) 244-52200
Attorneys for Defendant

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on October 18, 2011, a true and exact copy of the foregoing document has been filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. All other parties will be served by regular U.S. Mail. Parties may access this filing through the Court's electronic filing system.

/s/ Kevin A. Dean
Kevin A. Dean
FRANTZ, MCCONNELL & SEYMOUR, LLP

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the deadline for responses to the discovery requests listed below is hereby extended up to and including November 16, 2011:

BFS' first and second set of Requests for Admission to Trustee

BFS' first set of Requests for Production to Trustee

BFS' first set of interrogatories to Trustee

Trustee's first set of Requests for Admission to BFS

Trustee's first set of Interrogatories and Requests for Production to BFS

###

APPROVED FOR ENTRY:

/s/ Kevin A. Dean
Kevin A. Dean BPR No. 026267
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for David H. Jones, Chapter 7 Trustee

/s/ Joi M. Thomas
Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorneys for Defendant

Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219
(615) 244-52200
Attorneys for Defendant

SO ORDERED.
SIGNED this 18th day of October, 2011

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the deadline for responses to the discovery requests listed below is hereby extended up to and including November 16, 2011:

BFS' first and second set of Requests for Admission to Trustee

BFS' first set of Requests for Production to Trustee

BFS' first set of interrogatories to Trustee

Trustee's first set of Requests for Admission to BFS

Trustee's first set of Interrogatories and Requests for Production to BFS

###

APPROVED FOR ENTRY:

/s/ Kevin A. Dean
Kevin A. Dean BPR No. 026267
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for David H. Jones, Chapter 7 Trustee

/s/ Joi M. Thomas
Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorneys for Defendant

Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219
(615) 244-52200
Attorneys for Defendant

SO ORDERED.
SIGNED this 18th day of October, 2011

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
DAVID H. JONES, TRUSTEE,	)	
Plaintiff	)	
vs.	)	**Adv. Proc. No. 09-3080**
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the deadline for responses to the discovery requests listed below is hereby extended up to and including November 16, 2011:

BFS' first and second set of Requests for Admission to Trustee

BFS' first set of Requests for Production to Trustee

BFS' first set of interrogatories to Trustee

Trustee's first set of Requests for Admission to BFS

Trustee's first set of Interrogatories and Requests for Production to BFS

###

APPROVED FOR ENTRY:

/s/ Kevin A. Dean

Kevin A. Dean BPR No. 026267
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for David H. Jones, Chapter 7 Trustee

/s/ Joi M. Thomas

Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorneys for Defendant

Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219
(615) 244-52200
Attorneys for Defendant

United States Bankruptcy Court
Eastern District of Tennessee

Jones,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 2 Date Rcvd: Oct 19, 2011
Form ID: pdfAgrdO Total Noticed: 3

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 21, 2011.
aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
ust +E-mail/Text: ustpregion08.kx.ecf@usdoj.gov Oct 19 2011 20:52:52 United States Trustee, 800 Market Street, Suite 114, Howard H. Baker Jr. U.S. Courthouse, Knoxville, TN 37902-2303
TOTAL: 1

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 21, 2011 **Signature:** Joseph Speetjens

District/off: 0649-3 User: grantv Page 2 of 2 Date Rcvd: Oct 19, 2011
Form ID: pdfAgrdO Total Noticed: 3

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on October 19, 2011 at the address(es) listed below:

David H. Jones dhjones0208@aol.com, tn38@ecfcbis.com
Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 6

SO ORDERED.
SIGNED this 18th day of October, 2011

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE AT KNOXVILLE

IN RE:	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
DAVID H. JONES, TRUSTEE,	)	
Plaintiff	)	
vs.	)	**Adv. Proc. No. 09-3080**
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the deadline for responses to the discovery requests listed below is hereby extended up to and including November 16, 2011:

BFS' first and second set of Requests for Admission to Trustee

BFS' first set of Requests for Production to Trustee

BFS' first set of interrogatories to Trustee

Trustee's first set of Requests for Admission to BFS

Trustee's first set of Interrogatories and Requests for Production to BFS

###

APPROVED FOR ENTRY:

/s/ Kevin A. Dean
Kevin A. Dean BPR No. 026267
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for David H. Jones, Chapter 7 Trustee

/s/ Joi M. Thomas
Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603-5517
(312) 263-3600
Attorneys for Defendant

Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219
(615) 244-52200
Attorneys for Defendant

United States Bankruptcy Court
Eastern District of Tennessee

Jones,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 | User: grantv | Page 1 of 2 | Date Rcvd: Oct 19, 2011
Form ID: pdfap | Total Noticed: 1

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 21, 2011.

aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 21, 2011 **Signature:** Joseph Speetjens

District/off: 0649-3 User: grantv Page 2 of 2 Date Rcvd: Oct 19, 2011
Form ID: pdfap Total Noticed: 1

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on October 19, 2011 at the address(es) listed below:

David H. Jones dhjones0208@aol.com, tn38@ecfcbis.com
Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 6

SO ORDERED.
SIGNED this 18th day of October, 2011

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PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
EASTERN DISTRICT OF TENNESSEE
AT KNOXVILLE

IN RE:	)	
	)	
IMAGEPOINT, INC.,	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor.	)	
	)	
	)	
	)	
DAVID H. JONES, TRUSTEE,	)	
	)	
Plaintiff	)	
	)	
vs.	)	**Adv. Proc. No. 09-3080**
	)	
BFS RETAIL & COMMERCIAL	)	
OPERATIONS, LLC	)	
	)	
Defendant	)	

AGREED ORDER

UPON Agreed Motion of the parties, and for good cause to the Court shown, the deadline for responses to the discovery requests listed below is hereby extended up to and including November 16, 2011:

BFS' first and second set of Requests for Admission to Trustee

BFS' first set of Requests for Production to Trustee

BFS' first set of interrogatories to Trustee

Trustee's first set of Requests for Admission to BFS

Trustee's first set of Interrogatories and Requests for Production to BFS

###

APPROVED FOR ENTRY:

/s/ Kevin A. Dean
Kevin A. Dean BPR No. 026267
FRANTZ, MCCONNELL & SEYMOUR, LLP
550 W. Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for David H. Jones, Chapter 7 Trustee

/s/ Joi M. Thomas
Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT LLP
131 South Dearborn Street, 30th Floor
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(312) 263-3600
Attorneys for Defendant

Madison L. Martin BPR No. 24027
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, TN 37219
(615) 244-52200
Attorneys for Defendant

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

JOINT MOTION FOR ENTRY OF AN AGREED ORDER
CONTINUING TRIAL DATE AND RESETTING PRETRIAL DEADLINES

COME David H. Jones, Chapter 7 Trustee (the "Trustee") on the one hand, and Bridgestone Retail Operations, LLC f/k/a BFS Retail & Commercial Operations, LLC ("BSRO") on the other hand, by and through their undersigned counsel, and move the Court for entry of an Order, in the form attached hereto, continuing trial of this action from December 7-8, 2011 beginning at 9:00 a.m. (EDT) to May 16 & 17, 2012 beginning at 9:00 a.m. (EDT), and resetting certain of the pretrial deadlines in connection therewith.

For cause the parties would show that the date and time of the rescheduled trial date was previously informally cleared with the Court's law clerk. Since that time, the parties have been discussing potential settlement and, in the event settlement cannot be reached, prospective deadlines for the completion of dispositive motions and trial. The attached order reflects those deadlines on which the parties have agreed to govern dispositive motions and other pretrial deadlines based upon a May 16 & 17, 2012 trial date.

Respectfully submitted this 5th day of December, 2011.

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Reggie E. Keaton
Reggie E. Keaton (BPR No. 11021)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

Robert J. Labate
Joi M. Thomas
HOLLAND & KNIGHT, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603
(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of December, 2011, a copy of the foregoing was filed electronically through the CM/ECF system and served electronically on all parties accepting Notice of Electronic Filing, and via first-class U.S. Mail, postage prepaid, upon Reggie E. Keaton, 550 West Main Avenue, Suite 500, Knoxville, TN 37902. Parties may also access this filing through the Court's ECF system.

/s/ Madison L. Martin
Madison L. Martin

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the *Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines*, and for good cause shown, the trial of this matter is continued from December 7 & 8, 2011, to **May 16 & 17, 2012**, beginning on May 16, 2012 beginning at 9:00 a.m. in the Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800 Market Street, Knoxville, Tennessee and the trial-related deadlines set forth in the Court's order

entered February 23, 2011 (D.I. 28) are hereby amended as follows (other deadlines remain as stated in the February 23, 2011 order as amended by the Agreed Order at D.I. 39):

2. Any dispositive motions shall be filed by **January 13, 2012**.

6. A response and any cross-motion shall be served and filed by **February 3, 2012**, and any reply brief or other documents shall be served and filed by **February 24, 2012**. The failure to respond shall be deemed an admission that the motion should be granted.

7. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

8. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

9. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

10. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

11. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to

authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index of all prefiled exhibits shall be filed by the parties at least two days prior to trial.

# # #

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Reggie E. Keaton
Reggie E. Keaton (BPR No. 11021)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

SO ORDERED.
SIGNED this 6th day of December, 2011

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the *Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines*, and for good cause shown, the trial of this matter is continued from December 7 & 8, 2011, to **May 16 & 17, 2012**, beginning on May 16, 2012 beginning at 9:00 a.m. in the Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800 Market Street, Knoxville, Tennessee and the trial-related deadlines set forth in the Court's order

entered February 23, 2011 (D.I. 28) are hereby amended as follows (other deadlines remain as stated in the February 23, 2011 order as amended by the Agreed Order at D.I. 39):

2. Any dispositive motions shall be filed by **January 13, 2012**.

6. A response and any cross-motion shall be served and filed by **February 3, 2012**, and any reply brief or other documents shall be served and filed by **February 24, 2012**. The failure to respond shall be deemed an admission that the motion should be granted.

7. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

8. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

9. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

10. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

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# # #

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Reggie E. Keaton
Reggie E. Keaton (BPR No. 11021)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

United States Bankruptcy Court
Eastern District of Tennessee

Jones,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 2 Date Rcvd: Dec 07, 2011
Form ID: pdfap Total Noticed: 2

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 09, 2011.

aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550

aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

dft BFS Retail & Commercial Operations, LLC

cc BFS Retail & Commercial Operations, LLC

TOTALS: 2, * 0, ## 0

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I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 09, 2011 **Signature:** Joseph Speetjens

District/off: 0649-3 User: grantv Page 2 of 2 Date Rcvd: Dec 07, 2011
Form ID: pdfap Total Noticed: 2

The following persons/entities were sent notice through the court’s CM/ECF electronic mail (Email) system on December 7, 2011 at the address(es) listed below:

David H. Jones dhjones0208@aol.com, tn38@ecfcbis.com
Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 6

SO ORDERED.
SIGNED this 6th day of December, 2011

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
David H. Jones, Chapter 7 Trustee of the Estate of IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the *Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines*, and for good cause shown, the trial of this matter is continued from December 7 & 8, 2011, to **May 16 & 17, 2012**, beginning on May 16, 2012 beginning at 9:00 a.m. in the Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800 Market Street, Knoxville, Tennessee and the trial-related deadlines set forth in the Court's order

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2. Any dispositive motions shall be filed by **January 13, 2012**.

6. A response and any cross-motion shall be served and filed by **February 3, 2012**, and any reply brief or other documents shall be served and filed by **February 24, 2012**. The failure to respond shall be deemed an admission that the motion should be granted.

7. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

8. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

9. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

10. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

11. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to

authenticity. These exhibits will be deemed admitted into evidence subject only to objections grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index of all prefiled exhibits shall be filed by the parties at least two days prior to trial.

# # #

APPROVED FOR ENTRY:

FRANTZ, McCONNELL & SEYMOUR, LLP

/s/ Reggie E. Keaton
Reggie E. Keaton (BPR No. 11021)
550 West Main Avenue, Suite 500
Knoxville, TN 37902
(865) 546-9321
Attorney for Plaintiff/Counter-Defendant
David H. Jones, Trustee

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
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madison.martin@stites.com
Co-Counsel for Bridgestone Retail
Operations, LLC

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE
NORTHERN DIVISION AT KNOXVILLE

IN RE	)	
	)	
IMAGEPOINT, INC.	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor	)	
	)	
	)	
DAVID H. JONES, TRUSTEE OF ESTATE OF IMAGEPOINT, INC.,	)	
	)	
Plaintiff/Counter-Defendant	)	
	)	
vs.	)	**Adv. Proc. No. 3:09-ap-03080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
Defendant/Counter-Plaintiff	)	
	)	

MOTION BY JAMES R. MARTIN FOR ENTRY OF
AGREED ORDER TO SUBSTITUTE PARTY AND COUNSEL

COMES James R. Martin, a secured creditor of the Debtor, ImagePoint, Inc., and moves the Court for entry of an Order substituting "ImagePoint, Inc. by James R. Martin, Secured Creditor," as the plaintiff/counter-defendant in this adversary proceeding, and substituting John A. Lucas and the law firm of Merchant & Gould, P.C., as counsel for the plaintiff/counter-defendant, ImagePoint, Inc. by James R. Martin, Secured Creditor.

In support thereof, James R. Martin represents that since the filing of this adversary proceeding on June 16, 2009, the debtor-in-possession's Chapter 11 case was converted to Chapter 7 by Order of this Court on June 24, 2009. David H. Jones, Trustee, was substituted for the original plaintiff/counter-defendant, Imagepoint, Inc., and the Trustee's counsel was substituted as the plaintiff/counter-defendant's counsel. On February 14, 2012, the Court entered an Order approving a Settlement Agreement between the Trustee and James R. Martin providing in part for stay relief to permit James R. Martin to pursue collection of accounts receivable securing his claim. The Loan and Security Agreement, dated as of October 3, 2003, between ImagePoint, Inc. and Wachovia, assigned to James R. Martin, permits lawsuits to collect receivables to be brought in the name of ImagePoint, Inc.

David H. Jones, Trustee, through his counsel, and Defendant, through its counsel, have agreed to the entry of an Order substituting ImagePoint, Inc. by James R. Martin, Secured Creditor, and attorney John A. Lucas and the law firm of Merchant & Gould, P.C.

WHEREFORE, James R. Martin moves for entry of the proposed Agreed Order To Substitute Party And Counsel.

/s/ John A. Lucas
John A. Lucas (BPR No. 011198)
MERCHANT & GOULD, P.C.
110 Tyson Blvd., Suite 203
Alcoa, TN 37701-4105
(865) 380-5960
jlucas@merchantgould.com
Attorneys for ImagePoint, Inc.
by James R. Martin, Secured Creditor

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on March 23, 2012, a true and exact copy of the foregoing **"Motion By James R. Martin For Entry Of Agreed Order To Substitute Party And Counsel"** and the proposed **"Agreed Order To Substitute Party And Counsel"** have been filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's electronic filing system. I further certify that a true and correct copies of the **"Motion By James R. Martin For Entry Of Agreed Order To Substitute Party And Counsel"** and the proposed **"Agreed Order To Substitute Party And Counsel"** have been served by placing the same in the U.S. Mail, first class postage prepaid to the following on March 23, 2012:

Robert J. Labate
Holland & Knight, LLP
131 S. Dearborn Street, 30th Floor
Chicago, IL 60603

Robert M. Bailey, Esq.
Bailey & Bailey, PLLC
708 S. Gay Street, Ste. 200
P.O. Box 2189
Knoxville, TN 37901-2189

/s/ Maurice K. Guinn

Maurice K. Guinn
Bar Code No. 000366
Gentry, Tipton & McLemore, P.C.
P.O. Box 1990
Knoxville, TN 37901
mkg@tennlaw.com
(865) 525-5300
Attorneys for James R. Martin

MKG/bd:Pleadings - 7057 Motion by Martin for Agreed Order to Substitute Party and Counsel (BFS) 03-23-2012

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE
NORTHERN DIVISION AT KNOXVILLE

IN RE	)	
	)	
IMAGEPOINT, INC.	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor	)	
	)	
	)	
DAVID H. JONES, TRUSTEE OF ESTATE OF IMAGEPOINT, INC.,	)	
	)	
Plaintiff/Counter-Defendant	)	
	)	
vs.	)	**Adv. Proc. No. 3:09-ap-03080**
	)	
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	)	
	)	
Defendant/Counter-Plaintiff	)	

AGREED ORDER TO SUBSTITUTE PARTY AND COUNSEL

Upon motion of James R. Martin, seeking substitution of ImagePoint, Inc. by James R. Martin, Secured Creditor, as the plaintiff/counter-defendant in place of David H. Jones, Trustee

for ImagePoint, Inc., in this adversary proceeding, and for substitution of John A. Lucas and Merchant & Gould, P.C. as counsel for the plaintiff/counter-defendant, and with the agreement of the Trustee and the Defendants, and for good cause to the Court shown,

IT IS ORDERED that "ImagePoint, Inc. by James R. Martin, Secured Creditor" is substituted as the plaintiff/counter-defendant in this adversary proceeding, and John A. Lucas and the law firm of Merchant & Gould, P.C. are substituted as counsel for the plaintiff/counter-defendant in this action.

# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell

Michael W. Ewell (BPR No. 020924)
FRANTZ, McCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
865-546-9321
mewell@fmsllp.com
Attorneys for David H. Jones, Chapter 7 Trustee

/s/ John A. Lucas

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(865) 380-5960
jlucas@merchantgould.com
Attorneys for ImagePoint, Inc.
by James R. Martin, Secured Creditor

/s/ Robert J. Labate

Robert J. Labate
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/s/ Madison L. Martin

Madison L. Martin (BPR No. 024027)
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(615) 782-2243
Nashvillebankruptcyfilings@stites.com
Attorneys for McDonald's Corporation
and McDonald's USA, LLC

MKG/bd:Pleadings - 7057 Agreed Order To Substitute Counsel 03-23-2012

SO ORDERED.
SIGNED this 27th day of March, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE
NORTHERN DIVISION AT KNOXVILLE

IN RE	
IMAGEPOINT, INC.	**Case No. 09-31225**
	Chapter 7
Debtor	
DAVID H. JONES, TRUSTEE OF ESTATE OF IMAGEPOINT, INC.,	
Plaintiff/Counter-Defendant	
vs.	**Adv. Proc. No. 3:09-ap-03080**
BFS RETAIL & COMMERCIAL OPERATIONS, LLC	
Defendant/Counter-Plaintiff	

AGREED ORDER TO SUBSTITUTE PARTY AND COUNSEL

Upon motion of James R. Martin, seeking substitution of ImagePoint, Inc. by James R. Martin, Secured Creditor, as the plaintiff/counter-defendant in place of David H. Jones, Trustee

for ImagePoint, Inc., in this adversary proceeding, and for substitution of John A. Lucas and Merchant & Gould, P.C. as counsel for the plaintiff/counter-defendant, and with the agreement of the Trustee and the Defendants, and for good cause to the Court shown,

IT IS ORDERED that "ImagePoint, Inc. by James R. Martin, Secured Creditor" is substituted as the plaintiff/counter-defendant in this adversary proceeding, and John A. Lucas and the law firm of Merchant & Gould, P.C. are substituted as counsel for the plaintiff/counter-defendant in this action.

# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 020924)
FRANTZ, McCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
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/s/ John A. Lucas
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Attorneys for ImagePoint, Inc.
by James R. Martin, Secured Creditor

/s/ Robert J. Labate
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/s/ Madison L. Martin
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Nashvillebankruptcyfilings@stites.com
Attorneys for McDonald's Corporation
and McDonald's USA, LLC

MKG/bd:Pleadings - 7057 Agreed Order To Substitute Counsel 03-23-2012

United States Bankruptcy Court
Eastern District of Tennessee

Jones,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 2 Date Rcvd: Mar 29, 2012
Form ID: pdfAgrdO Total Noticed: 5

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 31, 2012.

aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517
pla +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111
+Robert J. Labate, HOLLAND & KNIGHT, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

ust +E-mail/Text: ustpregion08.kx.ecf@usdoj.gov Mar 29 2012 20:08:55 United States Trustee, 800 Market Street, Suite 114, Howard H. Baker Jr. U.S. Courthouse, Knoxville, TN 37902-2303
TOTAL: 1

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
TOTALS: 2, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 31, 2012 **Signature:** Joseph Speetjens

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 29, 2012 at the address(es) listed below:

David H. Jones dhjones0208@aol.com, tn38@ecfcbis.com
Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com, smccullough@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 6

SO ORDERED.
SIGNED this 27th day of March, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE
NORTHERN DIVISION AT KNOXVILLE

IN RE	)	
	)	
IMAGEPOINT, INC.	)	**Case No. 09-31225**
	)	**Chapter 7**
Debtor	)	
	)	
	)	
DAVID H. JONES, TRUSTEE OF	)	
ESTATE OF IMAGEPOINT, INC.,	)	
	)	
Plaintiff/Counter-Defendant	)	
	)	
vs.	)	**Adv. Proc. No. 3:09-ap-03080**
	)	
BFS RETAIL & COMMERCIAL	)	
OPERATIONS, LLC	)	
	)	
Defendant/Counter-Plaintiff	)	

AGREED ORDER TO SUBSTITUTE PARTY AND COUNSEL

Upon motion of James R. Martin, seeking substitution of ImagePoint, Inc. by James R. Martin, Secured Creditor, as the plaintiff/counter-defendant in place of David H. Jones, Trustee

for ImagePoint, Inc., in this adversary proceeding, and for substitution of John A. Lucas and Merchant & Gould, P.C. as counsel for the plaintiff/counter-defendant, and with the agreement of the Trustee and the Defendants, and for good cause to the Court shown,

IT IS ORDERED that "ImagePoint, Inc. by James R. Martin, Secured Creditor" is substituted as the plaintiff/counter-defendant in this adversary proceeding, and John A. Lucas and the law firm of Merchant & Gould, P.C. are substituted as counsel for the plaintiff/counter-defendant in this action.

# # #

APPROVED FOR ENTRY:

/s/ Michael W. Ewell
Michael W. Ewell (BPR No. 020924)
FRANTZ, McCONNELL & SEYMOUR, LLP
P.O. Box 39
Knoxville, TN 37901
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Attorneys for David H. Jones, Chapter 7 Trustee

/s/ John A. Lucas
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jlucas@merchantgould.com
Attorneys for ImagePoint, Inc.
by James R. Martin, Secured Creditor

/s/ Robert J. Labate
Robert J. Labate
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/s/ Madison L. Martin
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Nashvillebankruptcyfilings@stites.com
Attorneys for McDonald's Corporation
and McDonald's USA, LLC

MKG/bd:Pleadings - 7057 Agreed Order To Substitute Counsel 03-23-2012

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

JOINT MOTION FOR ENTRY OF AN AGREED ORDER
CONTINUING TRIAL DATE AND RESETTING PRETRIAL DEADLINES

COME ImagePoint, Inc., by its secured creditor James R. Martin (the "Plaintiff") on the one hand, and Bridgestone Retail Operations, LLC f/k/a BFS Retail & Commercial Operations, LLC ("BSRO") on the other hand, by and through their undersigned counsel, and move the Court for entry of an Order, in the form attached hereto, continuing the trial of this action from May 16 & 17, 2012 beginning at 9:00 a.m. Eastern to **November 28-30, 2012** beginning at 9:00 a.m. Eastern, and resetting certain of the pretrial deadlines in connection therewith.

For cause the parties would show that the date and time of the rescheduled trial date were previously informally cleared with the Court's law clerk. Since that time, the parties have been discussing potential settlement and prospective deadlines for the completion of dispositive motions and trial, in the event settlement cannot be reached. The attached order reflects those deadlines on which the parties have agreed to govern dispositive motions and other pretrial deadlines based upon a November 28-30, 2012 trial date.

Respectfully submitted this 15th day of May, 2012.

/s/ John A. Lucas
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-and-

/s/ Madison L. Martin
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401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of May, 2012, a copy of the foregoing was filed electronically through the CM/ECF system and served electronically on all parties accepting Notice of Electronic Filing, and via first-class U.S. Mail, postage prepaid, upon Robert M. Bailey, Bailey & Bailey, PLLC., P. O. Box 2189, Knoxville, TN 37901-2189. Parties may also access this filing through the Court's ECF system.

/s/ Madison L. Martin
Madison L. Martin

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the *Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines*, and for good cause shown, the trial of this matter is continued from May 16 & 17, 2012 to **November 28-30, 2012**, beginning on November 28, 2012 at 9:00 a.m. in the Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800 Market Street, Knoxville, Tennessee and the trial-related deadlines set forth in the Court's order entered

February 23, 2011 (D.I. 28) as amended by the Agreed Order at D.I. 39 are hereby further amended as follows:

1. Any dispositive motions shall be filed by **July 23, 2012**.

2. A response and any cross-motion shall be served and filed by **August 13, 2012**, and any reply brief or other documents shall be served and filed by **September 3, 2012**. The failure to respond shall be deemed an admission that the motion should be granted.

3. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

4. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

5. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

6. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

7. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections

grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index of all pre-filed exhibits shall be filed by the parties at least two days prior to trial.

# # #

APPROVED FOR ENTRY:

/s/ John A. Lucas

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MERCHANT & GOULD, P.C.
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(865) 380-5960
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Attorney for Plaintiff/Counter-Defendant

-and-

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-and-

/s/ Madison L. Martin

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madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

SO ORDERED.
SIGNED this 16th day of May, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the *Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines*, and for good cause shown, the trial of this matter is continued from May 16 & 17, 2012 to **November 28-30, 2012**, beginning on November 28, 2012 at 9:00 a.m. in the Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800 Market Street, Knoxville, Tennessee and the trial-related deadlines set forth in the Court's order entered

February 23, 2011 (D.I. 28) as amended by the Agreed Order at D.I. 39 are hereby further amended as follows:

1. Any dispositive motions shall be filed by **July 23, 2012**.

2. A response and any cross-motion shall be served and filed by **August 13, 2012**, and any reply brief or other documents shall be served and filed by **September 3, 2012**. The failure to respond shall be deemed an admission that the motion should be granted.

3. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

4. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

5. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

6. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

7. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections

grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index of all pre-filed exhibits shall be filed by the parties at least two days prior to trial.

# # #

APPROVED FOR ENTRY:

/s/ John A. Lucas
John A. Lucas
MERCHANT & GOULD, P.C.
110 Tyson Blvd., Suite 203
Alcoa, TN 37701-4105
(865) 380-5960
jlucas@merchantgould.com
Attorney for Plaintiff/Counter-Defendant

-and-

Robert J. Labate
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131 S. Dearborn Street, 30th Floor
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(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
STITES & HARBISON PLLC
401 Commerce Street, Suite 800
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(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

United States Bankruptcy Court
Eastern District of Tennessee

ImagePoint, Inc. by James R. Martin, Sec,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 2 Date Rcvd: May 16, 2012
Form ID: pdfap Total Noticed: 4

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 18, 2012.

aty ++++JOHN A. LUCAS, MERCHANT & GOULD, P.C., 110 TYSON BLVD STE 203, ALCOA TN 37701-4111
(address filed with court: John A. Lucas, Merchant & Gould, P.C., 110 McGhee Tyson Blvd, Suite 203, Alcoa, TN 37701)
aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517
pla +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
cd* +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111
TOTALS: 2, * 1, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Addresses marked '++++' were corrected as required by the USPS Locatable Address Conversion System (LACS).

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 18, 2012 **Signature:** Joseph Speetjens

The following persons/entities were sent notice through the court’s CM/ECF electronic mail (Email) system on May 16, 2012 at the address(es) listed below:

Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com, smccullough@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 5

SO ORDERED.
SIGNED this 16th day of May, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: IMAGEPOINT, INC., Debtor.	Case No. 3:09-bk-31225 Chapter 7 Judge Parsons
IMAGEPOINT, INC., Plaintiff, v. BFS RETAIL & COMMERCIAL OPERATIONS, LLC, Defendant.	Adv. Proc. No. 3:09-ap-3080

AGREED ORDER CONTINUING TRIAL DATE AND RESETTING DEADLINES

UPON the *Joint Motion For Entry Of An Agreed Order Continuing Trial Date And Resetting Pretrial Deadlines*, and for good cause shown, the trial of this matter is continued from May 16 & 17, 2012 to **November 28-30, 2012**, beginning on November 28, 2012 at 9:00 a.m. in the Bankruptcy Courtroom 1B, Howard H. Baker, Jr., United States Courthouse, 800 Market Street, Knoxville, Tennessee and the trial-related deadlines set forth in the Court's order entered

February 23, 2011 (D.I. 28) as amended by the Agreed Order at D.I. 39 are hereby further amended as follows:

1. Any dispositive motions shall be filed by **July 23, 2012**.

2. A response and any cross-motion shall be served and filed by **August 13, 2012**, and any reply brief or other documents shall be served and filed by **September 3, 2012**. The failure to respond shall be deemed an admission that the motion should be granted.

3. In preparation for the trial, counsel for the parties shall file with the Court no later than ten days preceding the trial a joint pretrial statement setting forth:

a. A statement of all admitted or uncontested facts.

b. In separate numbered paragraphs under the heading "Plaintiff's Causes of Action" a brief statement of each of the Plaintiff's cause of actions, together with a reference to the legal theory of statue upon which such causes of action are based and a summary of those facts in support of the causes of action.

c. In separate numbered paragraphs under the heading "Defendants' Defenses" a brief statement of each defense relied upon by the Defendant, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

d. In separate numbered paragraphs under the heading "Defendants' Causes of Action" a brief statement of each of the Defendants' counterclaims, together with a reference to the legal theory or statute upon which such counterclaims are based and a summary of those facts in support of the causes of action.

e. In separate numbered paragraphs under the heading "Plaintiff's Defenses" a brief statement of each defense relied upon by the Plaintiff to the Defendants' counterclaims, together with a reference to any legal theory or statute upon which such defense may be based and a summary of facts in support of the defense.

f. A statement of contested factual and legal issues with reference to appropriate statutes.

g. In preparing the joint pretrial statement the parties, having had the benefit of discovery, are directed to eliminate any causes of action or defenses that will not be pursued at trial.

4. Trial briefs shall be filed by counsel for the parties at least seven days prior to the trial and shall include the factual and legal basis for each cause of action or each defense stated by the parties in their joint pretrial statement.

5. The pretrial disclosures required by Fed. R. Civ. P. 26(a)(3) shall be made at least fourteen days before trial. Within seven days thereafter, a party may serve and file a list disclosing (i) any objections to the use under Fed. R. Civ. P. 32(a) of a deposition designated by another party under subparagraph (B) of Fed. R. Civ. P. 26(a)(3) and (ii) any objection, together with the grounds therefore, that may be made to the admissibility of materials identified under subparagraph (C) of Fed. R. Civ. P. 26(a)(3). Objections not so disclosed, other that objections under Rules 402 and 403 of the Federal Rules of Evidence, shall be deemed waived unless excused by the Court for good cause shown. *See* Fed. R. Civ. P. 26(a)(3).

6. In accordance with Fed. R. Civ. P. 26(a)(4), all disclosures under paragraph (1) through (3) of Fed. R. Civ. P. 26(a) shall be made in writing, signed, and served on all parties. The disclosures under paragraphs (1) and (2) of Fed. R. Civ. P. 26(a) need not be filed with the Court. The disclosures required by Fed. R. Civ. P. 26(a)(3) shall be promptly filed with the Court.

7. If counsel for the parties contemplate introducing more than ten exhibits at the trial, they shall arrange a meeting with the courtroom deputy at least three days prior to trial for the purpose of premarking and prefiling all exhibits to which there is no dispute as to authenticity. These exhibits will be deemed admitted into evidence subject only to objections

grounded on relevancy. Each party shall retain a set of exhibits and shall have a set available for the witnesses. An index of all pre-filed exhibits shall be filed by the parties at least two days prior to trial.

# # #

APPROVED FOR ENTRY:

/s/ John A. Lucas
John A. Lucas
MERCHANT & GOULD, P.C.
110 Tyson Blvd., Suite 203
Alcoa, TN 37701-4105
(865) 380-5960
jlucas@merchantgould.com
Attorney for Plaintiff/Counter-Defendant

-and-

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(312) 715-5751 Fax:(312) 578-6666
robert.labate@hklaw.com

-and-

/s/ Madison L. Martin
Madison L. Martin (BPR No. 24027)
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(615) 244-5200 Fax: (615) 313-3988
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

MOTION FOR ADMISSION *PRO HAC VICE*

The undersigned attorney, John A. Lucas, and the law firm of Merchant & Gould, P.C., move the Court to admit Christian Blake Sorensen *pro hac vice* to appear for Imagepont, Inc., by James R. Martin, Secured Creditor ("Imagepoint") in this action. As cause, Movant states as follows.

1. Mr. Sorensen is an associate with the law firm of Merchant & Gould, P.C. His office address is 191 Peachtree Street, NE, Ste. 4300, Atlanta, Georgia 30303. His telephone number is 404.954.5057, his facsimile number is 404.954.5099, and his e-mail address is bsorensen@merchantgould.com.

2. Mr. Sorensen is duly licensed and an active, practicing attorney and member of the Georgia Court of Appeals and Supreme Court of Georgia, the United States District Court of Georgia, Northern Division, and the United States Patent and Trademark Office.

3. Mr. Sorensen is in good standing in all Courts listed above.

WHEREFORE, the undersigned prays that this Court enter an order admitting Mr. Sorensen to practice before the court pro hac vice for the purpose of acting as counsel for Imagepoint, in the above-captioned action

/s/ John A. Lucas

John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
(865) 380.5999 (facsimile)
jlucas@merchantgould.com
Counsel for Imagepont, Inc.,

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the *Motion for Admission Pro Hac Vice* has been served electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt on this 14th day of June, 2012.

/s/ John A. Lucas

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

DECLARATION OF CHRISTIAN BLAKE SORENSEN

My name is Christian Blake Sorensen. I am over the age of eighteen and competent to testify.

1. I am an associate with the law firm of Merchant & Gould, P.C., 191 Peachtree Street, NE, Ste., 4300, Atlanta, Georgia 30303. My telephone number is (404) 954.5057, facsimile is (404) 954.5099, and my email address is bsorensen@merchantgould.com.

2. I am currently admitted to practice in the Georgia Court of Appeals, the Supreme Court of Georgia, the United States District Court of Georgia, Northern Division, and the United States Patent and Trademark Office.

3. I am in good standing and eligible to practice in all courts in which I am admitted.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 14th day of June, 2012

[signature]
Christian Blake Sorensen

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

Having shown good cause, the Motion for Admission *Pro Hac Vice* of Christian Blake Sorensen is hereby GRANTED. It is hereby ORDERED that Mr. Sorensen shall be permitted to practice specially before this Court as counsel for Imagepoint, Inc., by James R. Martin, Secured Creditor in this matter.

###

PREPARED BY:

/s/ John A. Lucas
John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
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jlucas@merchantgould.com
Counsel for Plaintiff/Counter-Defendant

Send copy to:
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401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244.5200
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

SO ORDERED.
SIGNED this 18th day of June, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

Having shown good cause, the Motion for Admission *Pro Hac Vice* of Christian Blake Sorensen is hereby GRANTED. It is hereby ORDERED that Mr. Sorensen shall be permitted to practice specially before this Court as counsel for Imagepoint, Inc., by James R. Martin, Secured Creditor in this matter.

###

PREPARED BY:

/s/ John A. Lucas
John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
(865) 380.5999 (facsimile)
jlucas@merchantgould.com
Counsel for Plaintiff/Counter-Defendant

Send copy to:

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Nashville, Tennessee 37219
(615) 244.5200
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

United States Bankruptcy Court
Eastern District of Tennessee

ImagePoint, Inc. by James R. Martin, Sec,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 2 Date Rcvd: Jun 18, 2012
Form ID: pdfap Total Noticed: 4

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 20, 2012.

aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517
+Christian Blake Sorensen, Merchant & Gould, PC, 191 Peachtree Street, NE, Suite 4300, Atlanta, GA 30303-1748
pla +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
cd* +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111

TOTALS: 2, * 1, ## 0

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USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 20, 2012 **Signature:** Joseph Speetjens

The following persons/entities were sent notice through the court’s CM/ECF electronic mail (Email) system on June 18, 2012 at the address(es) listed below:

John A. Lucas on behalf of Counter-Defendant ImagePoint, Inc. by James R. Martin, Secured Creditor jlucas@merchantgould.com
Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com, smccullough@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 6

SO ORDERED.
SIGNED this 18th day of June, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

Having shown good cause, the Motion for Admission *Pro Hac Vice* of Christian Blake Sorensen is hereby GRANTED. It is hereby ORDERED that Mr. Sorensen shall be permitted to practice specially before this Court as counsel for Imagepoint, Inc., by James R. Martin, Secured Creditor in this matter.

###

PREPARED BY:

/s/ John A. Lucas
John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
(865) 380.5999 (facsimile)
jlucas@merchantgould.com
Counsel for Plaintiff/Counter-Defendant

Send copy to:

Madison L. Martin, Esq.
STITES & HARBISON, PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219
(615) 244.5200
madison.martin@stites.com
Co-Counsel for Bridgestone Retail Operations, LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

MOTION FOR LEAVE TO AMEND COMPLAINT

Plaintiff, by counsel, moves the Court for leave to file an Amended Complaint in the form of the proposed Amended Complaint attached hereto as Exhibit 1. In support of this Motion, Plaintiff respectfully represents the following:

1. The Amended Complaint is based upon dated figures for the amounts claimed by Plaintiff against BFS Retail & Commercial Operations, LLC.

2. The Amended Complaint expressly states a claim for breach of contract and an alternative claim based upon *quantum meruit*.

/s/ John A. Lucas
John A. Lucas (011198)
Merchant & Gould, P.C.
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Alcoa, TN 37701-4105
865.380.5960 (telephone)
865.380.5999 (facsimile)
jlucas@merchantgould.com
Counsel for Plaintiff/Counter-Defendant

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt on this 26th day of June, 2012.

/s/ John A. Lucas

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

AMENDED COMPLAINT

Comes the Plaintiff, ImagePoint, Inc., by James R. Martin, Secured Creditor ("ImagePoint"), by and through counsel, and for cause of action against the Defendant alleges:

1. ImagePoint, Inc., is a Tennessee corporation that is the debtor in this bankruptcy case.

2. BFS Retail & Commercial Operations, LLC is, upon information and belief, a Deleware limited liability company with its principal place of business in Illinois.

3. This adversary proceeding is brought pursuant to Bankruptcy Rule 7001 and arises in this bankruptcy case.

4. This Court has jurisdiction over this adversary proceeding pursuant to the provisions of 11 U.S.C. § 541 and § 542, and 28 U.S.C. § 1334 and § 157. This adversary proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(E). Venue is proper in this district pursuant to 28 U.S.C. § 1409(a) and (b).

5. On March 9, 2009, ImagePoint filed an involuntary bankruptcy petition under Chapter 7 of the Bankruptcy Code. This case was converted to Chapter 11 on April 13, 2009. The Plaintiff, James Martin, has been substituted as the Plaintiff in this adversary proceeding pursuant to the order entered by this Court on March 29, 2012. Mr. Martin is a secured creditor of the Debtor, ImagePoint, and brings this action to recover the amounts due from Defendant.

COUNT I
(Breach of Contract)

6. ImagePoint reaffirms and realleges the allegations of the above paragraphs as if fully set forth herein.

7. On or about February 24, 2006, ImagePoint and BFS entered into a Sign & Maintenance Agreement which was amended on or about July 15, 2008 (collectively, the "Agreement"). The Agreement constituted a contract between ImagePoint and BFS.

8. Pursuant to the Agreement, ImagePoint sold products and services to BFS.

9. ImagePoint invoiced BFS for the products and services it provided pursuant to the Agreement, in various invoices, totaling $1,128,007.45 (the "Invoices"). The Invoices were sent to BFS between September 2008 and February 2009.

10. Pursuant to the terms of the Agreement, payment for the products and services provided by ImagePoint to BFS was due thirty days from BFS' receipt of the invoice for such goods and services.

11. BFS did not dispute the Invoices within the time permitted by the Agreement, but has not paid them.

12. BFS has breached the Agreement by not paying the amounts due for the products and services sold by ImagePoint to BFS pursuant to the Agreement and the Invoices. As a direct

and proximate result of BFS' breach of the Agreement, ImagePoint has been damaged in the amount of $1,128,007.45.

COUNT II
(Quantum Meruit)

13. ImagePoint reaffirms and realleges the allegations of the above paragraphs as if fully set forth herein.

14. By providing the produces and services to BFS as described herein, ImagePoint conferred a benefit on BFS.

15. BFS has obtained and retained the benefit of the products and services provided by ImagePoint, but has not paid ImagePoint for them.

16. It would be unjust for BFS to retain the benefit of the products and services provided by ImagePoint without compensating ImagePoint for their reasonable value.

17. The reasonable value for the products and services supplied by ImagePoint to BFS is at least $1,128,007.45.

18. ImagePoint is entitled to recover from BFS in *quantum meruit* at least the sum of $1,128,007.45, or such other amount as the evidence may show is due.

WHEREFORE, Plaintiff prays that this Court take jurisdiction of this proceeding and grant it the follow relief:

(1) Judgment against BFS in the amount of $1,128,007.45, plus pre-judgment interest and the costs of this proceeding, in accordance with Count I hereof;

(2) Judgment against BFS in the amount of $1,128,007.45, or such other amount as the evidence may show is due, plus pre-judgment interest and the costs of this proceeding, in accordance with Count II hereof; and

(3) Such other and further relief as may be necessary and proper.

Respectfully submitted this 26th day of June, 2012.

/s/ John A. Lucas
John A. Lucas (011198)
Merchant & Gould, P.C.
110 Tyson Blvd., Ste. 203
Alcoa, TN 37701-4105
865.380.5960 (telephone)
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C. Blake Sorensen (GA Bar No. 509009)
(Admitted Pro Hac Vice)
Merchant & Gould, P.C.
191 Peachtree Street, NE
Suite 4300
Atlanta, GA 30303
bsorensen@merchantgould.com
Counsel for Plaintiff/Counter-Defendant

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt on this 26th day of June, 2012.

/s/ John A. Lucas

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

Upon Motion of the Plaintiff, it is ORDERED that the Plaintiff's Motion for Leave to Amend Complaint is GRANTED. The Clerk is directed to file the Amended Complaint tendered by the Plaintiff with its Motion for Leave to Amend Complaint. Defendant shall respond to the Amended Complaint within the time required by law.

###

APPROVED FOR ENTRY:

/s/ John A. Lucas

John A. Lucas (011198)
Merchant & Gould, P.C.
110 Tyson Blvd., Ste. 203
Alcoa, TN 37701-4105
865.380.5960
Counsel for Plaintiff/Counter-Defendant

SO ORDERED.
SIGNED this 23rd day of July, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

Upon Motion of the Plaintiff, it is ORDERED that the Plaintiff's Motion for Leave to Amend Complaint is GRANTED. The Clerk is directed to file the Amended Complaint tendered by the Plaintiff with its Motion for Leave to Amend Complaint. Defendant shall respond to the Amended Complaint within the time required by law.

###

APPROVED FOR ENTRY:

/s/ John A. Lucas
John A. Lucas (011198)
Merchant & Gould, P.C.
110 Tyson Blvd., Ste. 203
Alcoa, TN 37701-4105
865.380.5960
Counsel for Plaintiff/Counter-Defendant

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

AMENDED COMPLAINT

Comes the Plaintiff, ImagePoint, Inc., by James R. Martin, Secured Creditor ("ImagePoint"), by and through counsel, and for cause of action against the Defendant alleges:

1. ImagePoint, Inc., is a Tennessee corporation that is the debtor in this bankruptcy case.

2. BFS Retail & Commercial Operations, LLC is, upon information and belief, a Deleware limited liability company with its principal place of business in Illinois.

3. This adversary proceeding is brought pursuant to Bankruptcy Rule 7001 and arises in this bankruptcy case.

4. This Court has jurisdiction over this adversary proceeding pursuant to the provisions of 11 U.S.C. § 541 and § 542, and 28 U.S.C. § 1334 and § 157. This adversary proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(E). Venue is proper in this district pursuant to 28 U.S.C. § 1409(a) and (b).

5. On March 9, 2009, ImagePoint filed an involuntary bankruptcy petition under Chapter 7 of the Bankruptcy Code. This case was converted to Chapter 11 on April 13, 2009. The Plaintiff, James Martin, has been substituted as the Plaintiff in this adversary proceeding pursuant to the order entered by this Court on March 29, 2012. Mr. Martin is a secured creditor of the Debtor, ImagePoint, and brings this action to recover the amounts due from Defendant.

COUNT I
(Breach of Contract)

6. ImagePoint reaffirms and realleges the allegations of the above paragraphs as if fully set forth herein.

7. On or about February 24, 2006, ImagePoint and BFS entered into a Sign & Maintenance Agreement which was amended on or about July 15, 2008 (collectively, the "Agreement"). The Agreement constituted a contract between ImagePoint and BFS.

8. Pursuant to the Agreement, ImagePoint sold products and services to BFS.

9. ImagePoint invoiced BFS for the products and services it provided pursuant to the Agreement, in various invoices, totaling $1,128,007.45 (the "Invoices"). The Invoices were sent to BFS between September 2008 and February 2009.

10. Pursuant to the terms of the Agreement, payment for the products and services provided by ImagePoint to BFS was due thirty days from BFS' receipt of the invoice for such goods and services.

11. BFS did not dispute the Invoices within the time permitted by the Agreement, but has not paid them.

12. BFS has breached the Agreement by not paying the amounts due for the products and services sold by ImagePoint to BFS pursuant to the Agreement and the Invoices. As a direct

and proximate result of BFS' breach of the Agreement, ImagePoint has been damaged in the amount of $1,128,007.45.

COUNT II
(Quantum Meruit)

13. ImagePoint reaffirms and realleges the allegations of the above paragraphs as if fully set forth herein.

14. By providing the produces and services to BFS as described herein, ImagePoint conferred a benefit on BFS.

15. BFS has obtained and retained the benefit of the products and services provided by ImagePoint, but has not paid ImagePoint for them.

16. It would be unjust for BFS to retain the benefit of the products and services provided by ImagePoint without compensating ImagePoint for their reasonable value.

17. The reasonable value for the products and services supplied by ImagePoint to BFS is at least $1,128,007.45.

18. ImagePoint is entitled to recover from BFS in *quantum meruit* at least the sum of $1,128,007.45, or such other amount as the evidence may show is due.

WHEREFORE, Plaintiff prays that this Court take jurisdiction of this proceeding and grant it the follow relief:

(1) Judgment against BFS in the amount of $1,128,007.45, plus pre-judgment interest and the costs of this proceeding, in accordance with Count I hereof;

(2) Judgment against BFS in the amount of $1,128,007.45, or such other amount as the evidence may show is due, plus pre-judgment interest and the costs of this proceeding, in accordance with Count II hereof; and

(3) Such other and further relief as may be necessary and proper.

Respectfully submitted this 26th day of June, 2012.

/s/ John A. Lucas
John A. Lucas (011198)
Merchant & Gould, P.C.
110 Tyson Blvd., Ste. 203
Alcoa, TN 37701-4105
865.380.5960 (telephone)
865.380.5999 (facsimile)
jlucas@merchantgould.com

C. Blake Sorensen (GA Bar No. 509009)
(Admitted Pro Hac Vice)
Merchant & Gould, P.C.
191 Peachtree Street, NE
Suite 4300
Atlanta, GA 30303
bsorensen@merchantgould.com
Counsel for Plaintiff/Counter-Defendant

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt on this 26th day of June, 2012.

/s/ John A. Lucas

United States Bankruptcy Court
Eastern District of Tennessee

ImagePoint, Inc. by James R. Martin, Sec,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 2 Date Rcvd: Jul 24, 2012
Form ID: pdfap Total Noticed: 4

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 26, 2012.

aty +Christian Blake Sorensen, Merchant & Gould, P.C., 191 Peachtree Street, NE, Suite 4300, Atlanta, GA 30303-1748
aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517
pla +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
cd* +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111

TOTALS: 2, * 1, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 26, 2012 **Signature:** Joseph Speetjens

District/off: 0649-3 User: grantv Page 2 of 2 Date Rcvd: Jul 24, 2012
Form ID: pdfap Total Noticed: 4

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 24, 2012 at the address(es) listed below:

John A. Lucas on behalf of Counter-Defendant ImagePoint, Inc. by James R. Martin, Secured Creditor jlucas@merchantgould.com, kmillsaps@merchantgould.com;mcool@merchantgould.com
Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com, smccullough@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 6

SO ORDERED.
SIGNED this 23rd day of July, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

Upon Motion of the Plaintiff, it is ORDERED that the Plaintiff's Motion for Leave to Amend Complaint is GRANTED. The Clerk is directed to file the Amended Complaint tendered by the Plaintiff with its Motion for Leave to Amend Complaint. Defendant shall respond to the Amended Complaint within the time required by law.

###

APPROVED FOR ENTRY:

/s/ John A. Lucas

John A. Lucas (011198)
Merchant & Gould, P.C.
110 Tyson Blvd., Ste. 203
Alcoa, TN 37701-4105
865.380.5960
Counsel for Plaintiff/Counter-Defendant

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

UNOPPOSED MOTION TO WITHDRAW REFERENCE

Plaintiff, James R. Martin, by counsel, pursuant to 28 U.S.C. § 157(d) moves the Court for an Order withdrawing the reference of this matter to the United States Bankruptcy Court for the Eastern District of Tennessee, for further adjudication by the United States District Court for the Eastern District of Tennessee.

In support of this motion, Plaintiff represents as follows:

1. This action was originally filed by the Debtor-in-Possession, Imagepoint, Inc., ("Imagepoint").

2. This case was converted from a case under Chapter 11 to a case under Chapter 7 of the Bankruptcy Court on June 29, 2009. David H. Jones was appointed as the Debtor's Trustee in bankruptcy. Mr. Jones, as Trustee, was substituted as a Plaintiff in this adversary proceeding on July 22, 2009.

3. Plaintiff James R. Martin is a secured creditor of Imagepoint. He has a first-priority lien on its accounts receivable, including the accounts receivable that are the subject of

this adversary proceeding. As a secured creditor he is entitled to collect those accounts receivables and has standing to maintain this action.

4. An issue has been raised, however, as to whether the Bankruptcy Court has jurisdiction over this action, which originally was brought by the Debtor-in-Possession pursuant to 11 U.S.C. § 542. The Bankruptcy Court has ruled in another proceeding that Mr. Martin does not have standing to bring an adversary proceeding under § 542. *See* Docket Entry 58, in the United States Bankruptcy Court Adv. Proceeding Case No. 3:09-ap-03071, granting Defendant's Motion to Dismiss for Lack of Subject-Matter Jurisdiction. The Plaintiff wishes to have this adversary proceeding adjudicated by a Court whose jurisdiction over this action is undisputed.

5. In addition, the resolution of this adversary proceeding requires consideration of the laws of numerous states because of set-offs claimed by the Defendants. The determination of the claimed set-offs involve the construction of the mechanics lien laws of multiple states.

6. In addition to jurisdiction pursuant to 28 U.S.C. § 1334 (even if Mr. Martin lacks standing under 11 U.S.C. § 542) this Court has diversity jurisdiction over this adversary proceeding because the parties are citizens of different states and the amount in controversy exceeds the sum of $75,000, exclusive of costs and interest.

7. James R. Martin is a citizen of the state of Tennessee.

8. Imagepoint is a Tennessee corporation that is the debtor in this bankruptcy case. Imagepoint's principal place of business has been and is in Tennessee.

9. BFS Retail & Commercial Operations, LLC is, upon information and belief, a Delaware limited liability company with its principal place of business in Illinois.

10. Plaintiff's counsel has consulted with counsel for the Defendant, and is authorized to state that Defendant does not oppose this motion.

Plaintiff therefore respectfully requests that the District Court withdraw the reference of this adversary from the Bankruptcy Court and assume jurisdiction over this proceeding.

/s/ John A. Lucas

John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
(865) 380.5999 (facsimile)
jlucas@merchantgould.com
Counsel for ImagePoint, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the *Unopposed Motion to Withdraw Reference* has been served electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt on this 3rd day of August, 2012.

/s/ John A. Lucas

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

The Plaintiff's *Unopposed Motion to Withdraw Reference* of this matter will be referred to the United States District Court for the Eastern District of Tennessee for its review. The Clerk is ORDERED to forward said Motion to the District Court for its review and appropriate action.

###

APPROVED FOR ENTRY:

/s/ John A. Lucas

John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
Counsel for Plaintiff/Counter-Defendant

SO ORDERED.
SIGNED this 3rd day of August, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

In re: **IMAGEPOINT, INC.,** **Debtor.**	**Chapter 7** **Case No. 3:09-bk-31225** **Judge Parsons**
IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

The Plaintiff's *Unopposed Motion to Withdraw Reference* of this matter will be referred to the United States District Court for the Eastern District of Tennessee for its review. The Clerk is ORDERED to forward said Motion to the District Court for its review and appropriate action.

###

APPROVED FOR ENTRY:

/s/ John A. Lucas

John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
Counsel for Plaintiff/Counter-Defendant

United States Bankruptcy Court
Eastern District of Tennessee

ImagePoint, Inc. by James R. Martin, Sec,
Plaintiff

Adv. Proc. No. 09-03080-mpp

BFS Retail & Commercial Operations, LLC,
Defendant

CERTIFICATE OF NOTICE

District/off: 0649-3 User: grantv Page 1 of 2 Date Rcvd: Aug 06, 2012
Form ID: pdfap Total Noticed: 5

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 08, 2012.

aty +Christian Blake Sorensen, Merchant & Gould, P.C., 191 Peachtree Street, NE, Suite 4300, Atlanta, GA 30303-1748
aty +Joi Thomas, Holland & Knight, LLP, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5550
aty +Robert J. Labate, 131 S. Dearborn Street, 30th Floor, Chicago, IL 60603-5517
pla +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111
+United States District Court, Howard H. Baker, US Courthouse, 800 Market Street, Suite 130, Knoxville, TN 37902-2303

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
dft BFS Retail & Commercial Operations, LLC
cc BFS Retail & Commercial Operations, LLC
cd* +ImagePoint, Inc. by James R. Martin, Secured Credi, c/o John A. Lucas, Merchant & Gould, P.C., 110 Tyson Blvd., Suite 203, Alcoa, TN 37701-4111
TOTALS: 2, * 1, ## 0

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I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 08, 2012 **Signature:** Joseph Speetjens

District/off: 0649-3 User: grantv Page 2 of 2 Date Rcvd: Aug 06, 2012
Form ID: pdfap Total Noticed: 5

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 6, 2012 at the address(es) listed below:

John A. Lucas on behalf of Counter-Defendant ImagePoint, Inc. by James R. Martin, Secured Creditor jlucas@merchantgould.com, kmillsaps@merchantgould.com;mcool@merchantgould.com
Kevin A. Dean on behalf of Plaintiff David Jones kdean@fmsllp.com
Madison L. Martin on behalf of Counter-Claimant BFS Retail & Commercial Operations, LLC Nashvillebankruptcyfilings@stites.com
Michael W. Ewell on behalf of Plaintiff David Jones mewell@fmsllp.com, smccullough@fmsllp.com
Reggie E. Keaton on behalf of Counter-Defendant David Jones rkeaton@fmsllp.com
Richard T. Scrugham on behalf of Plaintiff David Jones rscrugham@fmsllp.com

TOTAL: 6

SO ORDERED.
SIGNED this 3rd day of August, 2012

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
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Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
KNOXVILLE DIVISION

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IMAGEPOINT, INC. by JAMES R. MARTIN, SECURED CREDITOR, **Plaintiff/Counter-Defendant,** **v.** **BFS RETAIL & COMMERCIAL OPERATIONS, LLC,** **Defendant/Counter-Plaintiff.**	**Adv. Proc. No. 3:09-ap-3080**

ORDER

The Plaintiff's *Unopposed Motion to Withdraw Reference* of this matter will be referred to the United States District Court for the Eastern District of Tennessee for its review. The Clerk is ORDERED to forward said Motion to the District Court for its review and appropriate action.

###

APPROVED FOR ENTRY:

/s/ John A. Lucas

John A. Lucas (011198)
MERCHANT & GOULD, P.C.,
110 Tyson Blvd., Ste. 203
Alcoa, Tennessee 37701
(865) 380.5960
Counsel for Plaintiff/Counter-Defendant